the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
5 OCT.
MARVEL COMICS GROUP 12¢
IT HAD TO HAPPEN! SOONER OR LATER, SPIDER-MAN WAS BOUND TO BATTLE "DOCTOR DOOM!"
THIS IS YOUR FINISH, SPIDER-MAN! IF THE FANTASTIC FOUR THEMSELVES COULD NOT STOP ME, WHAT CHANCE HAVE YOU?

MY SECRET NEW DYNAFLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If the girls LAUGH at you now when you take off your shirt—they'll be breaking down the doors to get dates with you—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough strong massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies")

"In my classes this same course of instruction would cost $110.00."

Mike Marvel

ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny, or sagging with unsightly fat—my secret DYNAFLEX method will cram pep, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAFLEX makes you a two-fisted dynamo of manly beauty, rippling with power, glowing with magnetic sex-appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and rip-roaring energy—for the first time in years!

PROOF!

"I tried two other systems, before my buddy told me about DYNAFLEX. It really works—and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!"
L. C., New York City

"I never thought you could build terrific muscles without exercises or weights. Started DYNAFLEX two weeks ago, and am building a great physique."
E. G., Detroit, Mich.

"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX."
F. S., Chicago, Ill.

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do girls laugh and fellows grin when you take off your shirt?

BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build. I can take those skeleton arms and BACK EVERY INCH with explosive virile MAN-MUSCLE. I can take that caved-in chest and build on six rugged inches of strong sleek MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have the girls gasping with awe and admiration! And with NO tiring exercise, NO high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, unhandsome FAT? Puny muscles—sagging stomach—bloated face—arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, wake up fella! THIS IS IT! I will peel off that fat and give you a lean virile DYNAFLEX BODY, armored with a sheath of hard tough handsome muscle. I can build you into a healthy, streamlined HERCULES—bursting with dynamic manly strength. I'll give you a brawny rock-hard midsection—legs muscled like coiled steel springs. I can pack solid DYNAMITE into your fists and give you a rugged handsome build brim-full of the magnetic Super-Body Appeal which girls admire. All with NO starvation diets, NO fatiguing calisthenics—NO expensive health-foods!

HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAFLEX is the modern miracle of body-building. It takes no tiresome exercises, "crash" diets, protein foods, and no weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor whose research into the Science of Strength found a thrilling new way to build GIANT BRAWN MUSCLES in ten minutes a day. With DYNAFLEX you "flex" each muscle-group—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAFLEX you get bigger results in ten minutes than after hours of grunting and groaning, lifting heavy weights. DYNAFLEX coaxes each muscle in your body to bring out its every thrill, beauty and satiny symmetry. DYNAFLEX packs that muscle with glowing vibrant new strength and energy—FAST. In ten minutes a day I can cover your bony frame with healthy rippling muscle—give you a dean, powerful chest—solid shoulders and iron wrists—tough, slim midsection—and trim, steel-sprung legs. All thru "DYNA-FLEXING" each muscle once a day!

There's nothing new with the bar-bell and weight-lifting method . . . but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY—when you can do it the easier, faster—easier with the DYNAFLEX SECRET?

STRONG-MAN APPEAL ATTRACTS GIRLS

Be honest. Down deep you KNOW your sexy, he-man appeal is magnetic without build. Every man and boy secretly desires a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with tough, steely sinews, a narrow waist, slim hips and trim, zippy, power-packed legs. Girls go for a fellow with TWO-FISTED BIG MUSCLE SEX-APPEAL . . . and they only laugh at skinny guys or "fatsos"!

Let me give you a glowing new body, brimming over with energy and irresistible inches of solid muscle on your chest—he-man appeal. I can build three inches of beef and brawn on your shoulders, I will mold you a handsome super-body of terrific strength, give you a crushing grip, legs ornamented with steel springs. A taut rock-solid punch-proof" midsection. Pack your body with energy and thrilling stamina that will have girls falling at your feet.

GIVE ME TEN MINUTES A DAY —THAT'S ALL!

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, flabby frame—get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be really proud to have anyone see your MAGNIFICENT HE-MAN-MUSCLES at the beach or gym. And, when the girls crowd around to admire your iron biceps and your bulging brawny chest—when they ask in amazement how you did it—tell them about the mag's secret of DYNAFLEX!

Your Pal,
MIKE MARVEL
"Builder of Champion Bodies"

YOU PAY ONLY **1.98** COMPLETE NOTHING ELSE TO BUY

Mike Marvel System, Dept. 281 — 285 Market St., Newark, N.J.

FREE! 'SECRETS OF ATTRACTING GIRLS'!

Fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover a secret method for developing a new, almost MAGNETIC way of attracting the girls. At parties, dances, at the beach—you will have the girls clustering around you breathlessly, while the guys watch enviously. "What does HE have that WE don't?" they will say. The answer is in this exciting new book, your GIFT from Mike Marvel. Fill out and mail the coupon NOW!

Outside USA: Send International Money Order or cash. Great Britain: $1.98 is about 15 shillings. For air mail delivery, send 1 pound.

MAIL MONEY-SAVING NO-RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE — Complete System $1.98.

- ☐ Lose fat, be trim and solid
- ☐ Build deep brawny chest, bulging with virile muscle
- ☐ Lose fat, be trim, strong, handsome
- ☐ Mold mighty back, broad beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grip, two-fisted punch-power

MIKE MARVEL System, Dept. 281
285 MARKET STREET
NEWARK, NEW JERSEY

Okay, Mike! Here's $1.98. Send me your COMPLETE (nothing else to buy later) body-building course. I want to use your new secret of DYNAFLEX to win HERCULES HE-MAN BODY in just ten minutes a day. Rush my copies of the DYNAFLEX SYSTEM and my free gift book "Secrets of Attracting Girls" on your money-back guarantee, in plain wrapper. If I don't develop a splendid physique and become more popular with girls you will refund my money in full.

NAME ..... AGE .....
ADDRESS .....
CITY ..... ZONE ..... STATE .....
(Please Print!)

AMAZING SPIDER-MAN is published by NON-PAREIL PUBLISHING CORP. OFFICE OF PUBLICATION: 655 MADISON AVENUE, NEW YORK, N.Y. Published monthly. Copyright 1963 by NON-PAREIL PUBLISHING CORP., 655 Madison Avenue, New York, N.Y. Vol. 1 No. 5, OCTOBER 1963 issue. Price 12¢ per copy. Subscription rate $1.75 for 12 issues including postage. Foreign subscriptions $3.25 in American funds. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by The Eastern Color Printing Co., Waterbury 20, Conn.

"MARKED FOR DESTRUCTION BY DR. DOOM!"

SPIDER-MAN AND THE ARCH-FOE OF THE FANTASTIC FOUR, FACE-TO-FACE FOR THE FIRST TIME!

FEATURING

PETER PARKER ALIAS SPIDER-MAN

THE AWESOME DOCTOR DOOM!

J. JONAH JAMESON AND HIS SECRETARY, BETTY BRANT

FEATURING

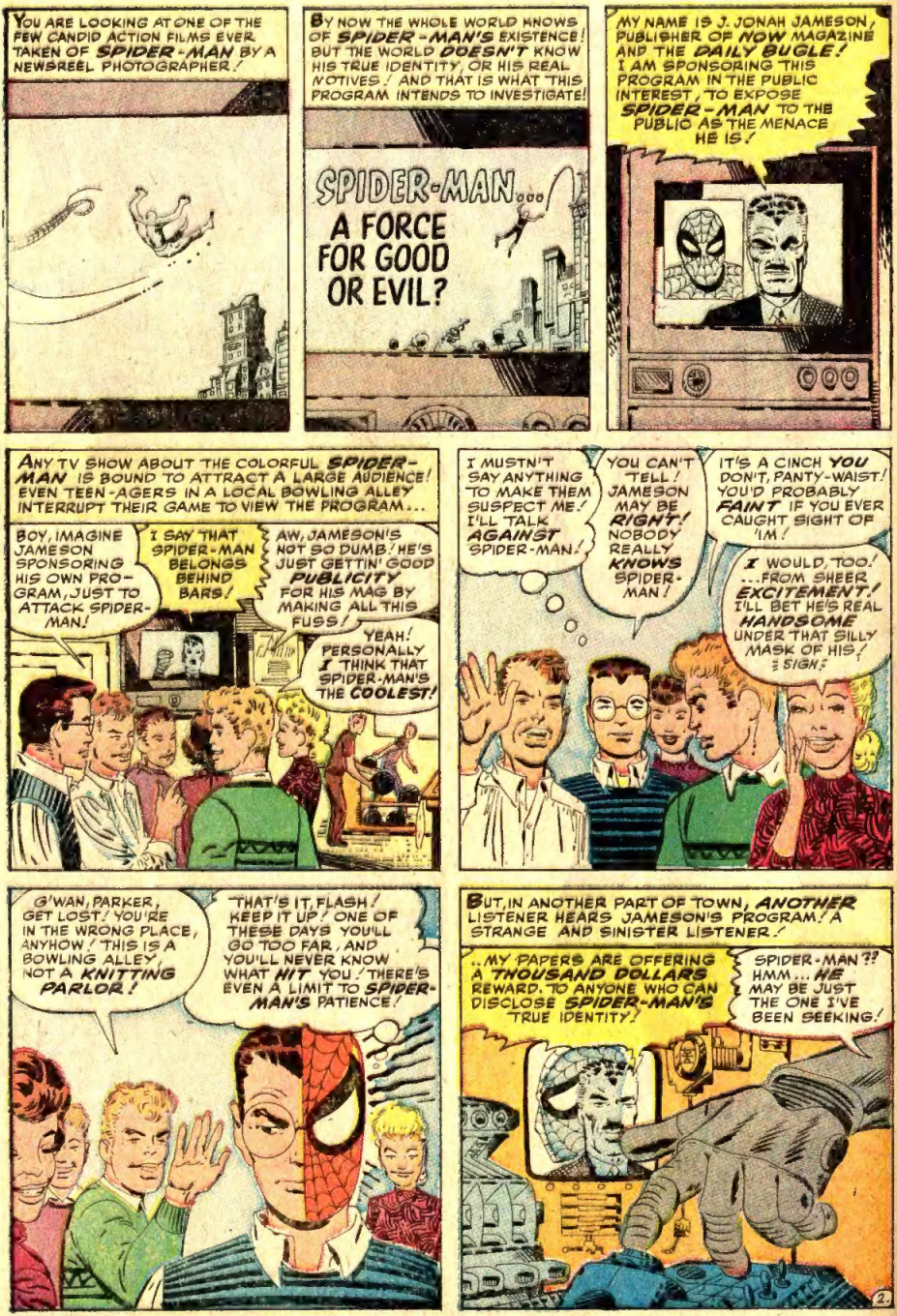
FLASH THOMPSON, LIZ ALLAN, AND THEIR ASSORTED CLASSMATES

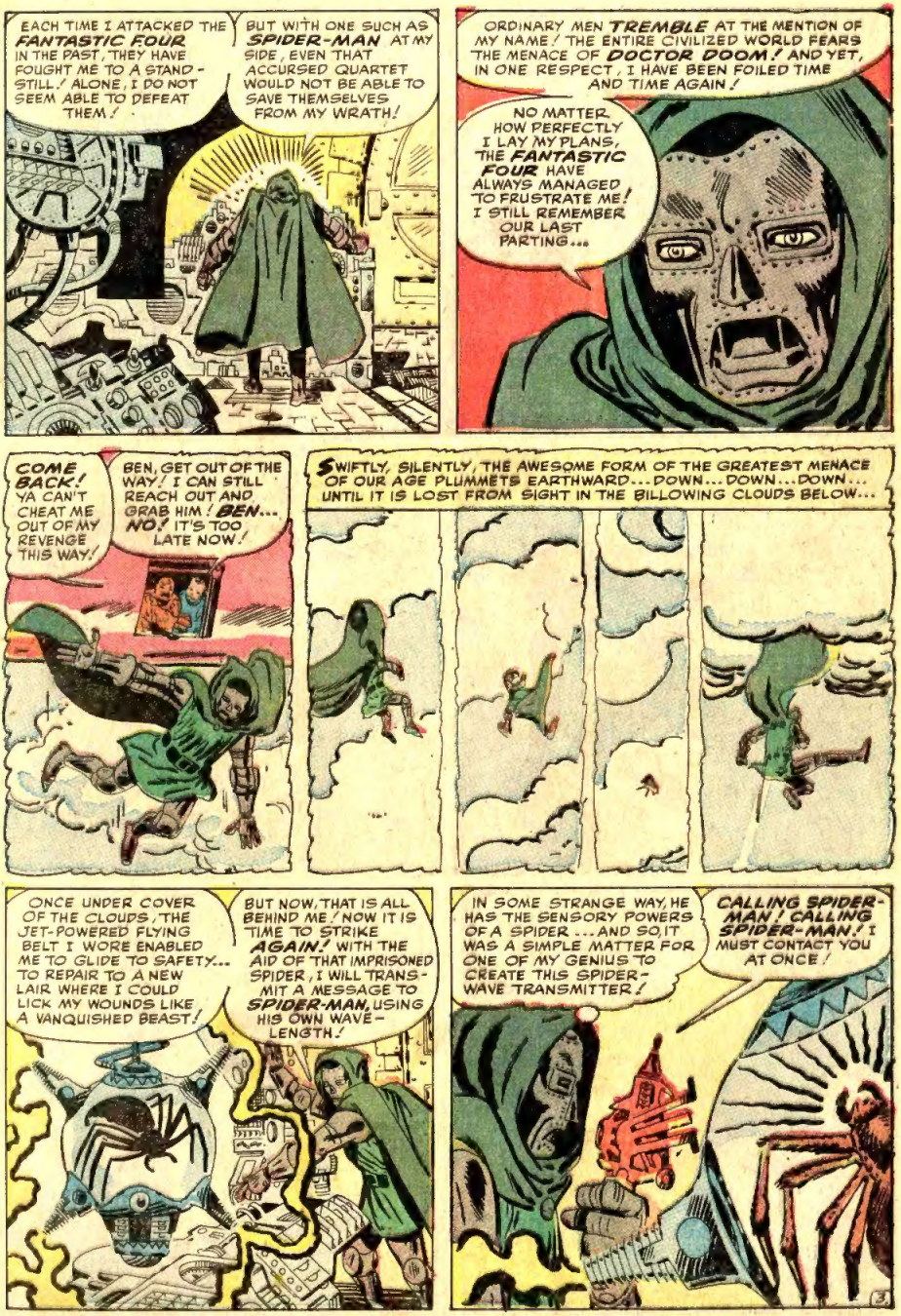
THE OTHER SPIDER-MAN!

AND THE WORLD'S MOST FABULOUS SUPER-TEAM!

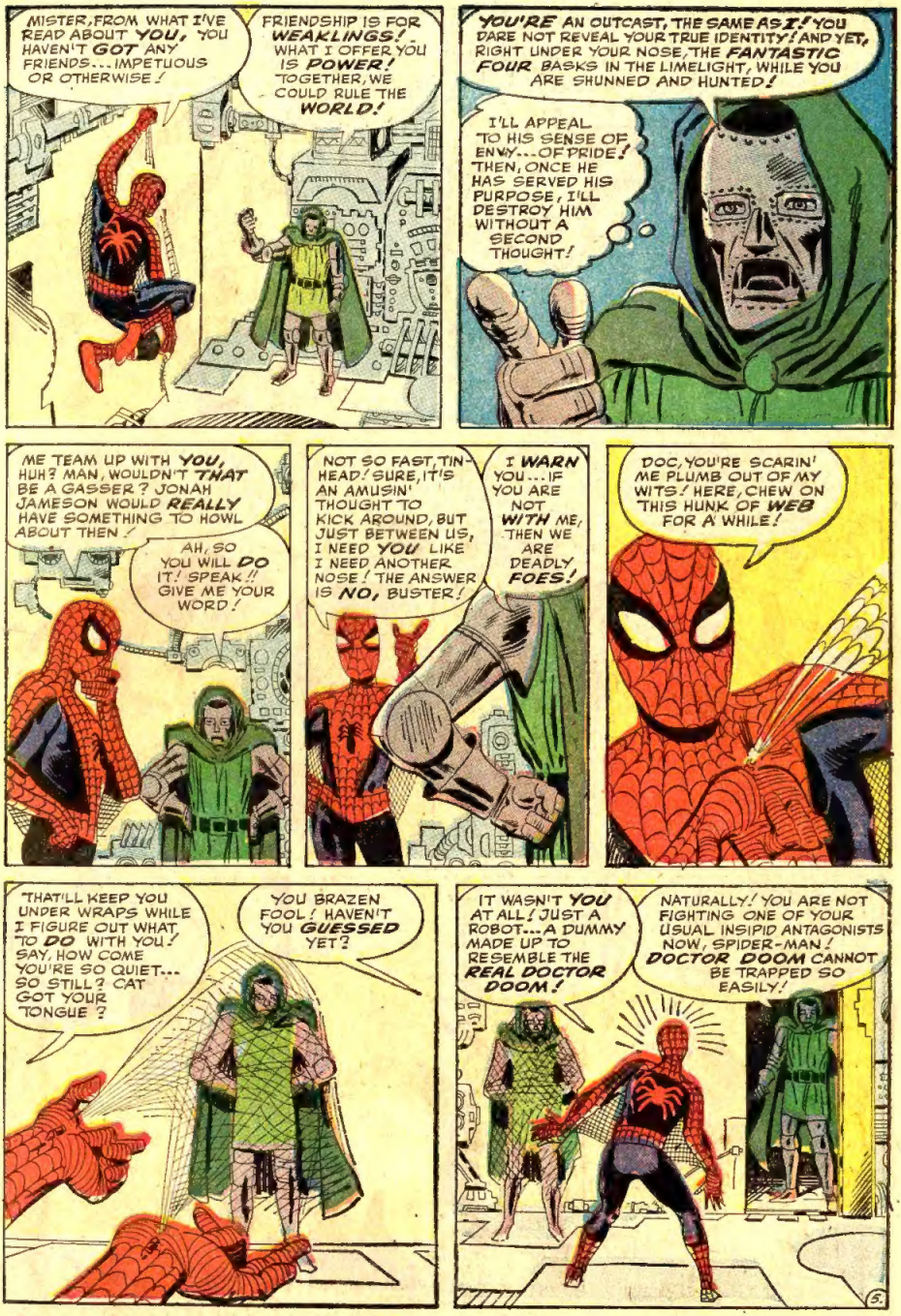
WRITTEN BY... Stan Lee | DRAWN BY... S. Ditko | LETTERING... S. Rosen

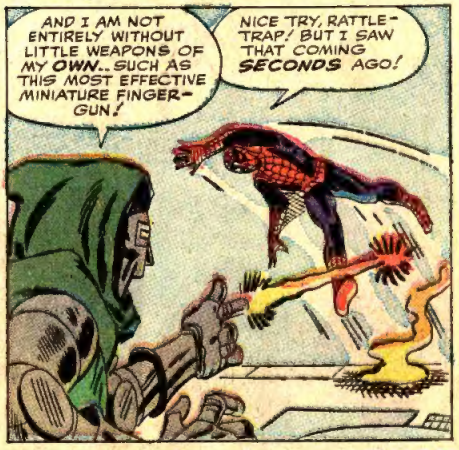
HAVE YOU EVER NOTICED, WHEN YOU START READING A COMIC MAG, THE OPENING CAPTION TELLS YOU THAT YOU'RE ABOUT TO READ THE MOST EXCITING STORY EVER WRITTEN,...WITH THE MOST DANGEROUS MENACE, AND THE MOST SUSPENSEFUL PLOT?? WELL, WE'RE GOING TO TRY TO BE MORE HONEST! THIS MAY **NOT** BE THE GREATEST STORY EVER WRITTEN! YOU MAY HAVE READ ABOUT MORE EXCITING VILLAINS! AND YOU MAY HAVE THRILLED TO BETTER PLOTS! BUT, Y'KNOW SOMETHING? WE CAN'T SEE **NOW!**


YOU ARE LOOKING AT ONE OF THE FEW CANDID ACTION FILMS EVER TAKEN OF SPIDER-MAN BY A NEWSREEL PHOTOGRAPHER!
BY NOW THE WHOLE WORLD KNOWS OF SPIDER-MAN'S EXISTENCE! BUT THE WORLD DOESN'T KNOW HIS TRUE IDENTITY, OR HIS REAL MOTIVES! AND THAT IS WHAT THIS PROGRAM INTENDS TO INVESTIGATE!
SPIDER-MAN... A FORCE FOR GOOD OR EVIL?
MY NAME IS J. JONAH JAMESON, PUBLISHER OF NOW MAGAZINE AND THE DAILY BUGLE! I AM SPONSORING THIS PROGRAM IN THE PUBLIC INTEREST, TO EXPOSE SPIDER-MAN TO THE PUBLIC AS THE MENACE HE IS!
ANY TV SHOW ABOUT THE COLORFUL SPIDER-MAN IS BOUND TO ATTRACT A LARGE AUDIENCE! EVEN TEEN-AGERS IN A LOCAL BOWLING ALLEY INTERRUPT THEIR GAME TO VIEW THE PROGRAM...
BOY, IMAGINE JAMESON SPONSORING HIS OWN PROGRAM, JUST TO ATTACK SPIDER-MAN!
I SAY THAT SPIDER-MAN BELONGS BEHIND BARS!
AW, JAMESON'S NOT SO DUMB! HE'S JUST GETTIN' GOOD PUBLICITY FOR HIS MAG BY MAKING ALL THIS FUSS!
YEAH! PERSONALLY I THINK THAT SPIDER-MAN'S THE COOLEST!
I MUSTN'T SAY ANYTHING TO MAKE THEM SUSPECT ME! I'LL TALK AGAINST SPIDER-MAN!
YOU CAN'T TELL! JAMESON MAY BE RIGHT! NOBODY REALLY KNOWS SPIDER-MAN!
IT'S A CINCH YOU DON'T, PANTY-WAIST! YOU'D PROBABLY FAINT IF YOU EVER CAUGHT SIGHT OF 'IM!
I WOULD, TOO! ...FROM SHEER EXCITEMENT! I'LL BET HE'S REAL HANDSOME UNDER THAT SILLY MASK OF HIS! SIGH!
G'WAN, PARKER, GET LOST! YOU'RE IN THE WRONG PLACE, ANYHOW! THIS IS A BOWLING ALLEY, NOT A KNITTING PARLOR!
THAT'S IT, FLASH! KEEP IT UP! ONE OF THESE DAYS YOU'LL GO TOO FAR, AND YOU'LL NEVER KNOW WHAT HIT YOU! THERE'S EVEN A LIMIT TO SPIDER-MAN'S PATIENCE!
BUT, IN ANOTHER PART OF TOWN, ANOTHER LISTENER HEARS JAMESON'S PROGRAM! A STRANGE AND SINISTER LISTENER!
..MY PAPERS ARE OFFERING A THOUSAND DOLLARS REWARD, TO ANYONE WHO CAN DISCLOSE SPIDER-MAN'S TRUE IDENTITY!
SPIDER-MAN?? HMM... HE MAY BE JUST THE ONE I'VE BEEN SEEKING!
2.


EACH TIME I ATTACKED THE FANTASTIC FOUR IN THE PAST, THEY HAVE FOUGHT ME TO A STAND-STILL! ALONE, I DO NOT SEEM ABLE TO DEFEAT THEM!
BUT WITH ONE SUCH AS SPIDER-MAN AT MY SIDE, EVEN THAT ACCURSED QUARTET WOULD NOT BE ABLE TO SAVE THEMSELVES FROM MY WRATH!
ORDINARY MEN TREMBLE AT THE MENTION OF MY NAME! THE ENTIRE CIVILIZED WORLD FEARS THE MENACE OF DOCTOR DOOM! AND YET, IN ONE RESPECT, I HAVE BEEN FOILED TIME AND TIME AGAIN!
NO MATTER HOW PERFECTLY I LAY MY PLANS, THE FANTASTIC FOUR HAVE ALWAYS MANAGED TO FRUSTRATE ME! I STILL REMEMBER OUR LAST PARTING...
COME BACK! YA CAN'T CHEAT ME OUT OF MY REVENGE THIS WAY!
BEN, GET OUT OF THE WAY! I CAN STILL REACH OUT AND GRAB HIM! BEN... NO! IT'S TOO LATE NOW!
SWIFTLY, SILENTLY, THE AWESOME FORM OF THE GREATEST MENACE OF OUR AGE PLUMMETS EARTHWARD... DOWN... DOWN... DOWN... UNTIL IT IS LOST FROM SIGHT IN THE BILLOWING CLOUDS BELOW...
ONCE UNDER COVER OF THE CLOUDS, THE JET-POWERED FLYING BELT I WORE ENABLED ME TO GLIDE TO SAFETY... TO REPAIR TO A NEW LAIR WHERE I COULD LICK MY WOUNDS LIKE A VANQUISHED BEAST!
BUT NOW, THAT IS ALL BEHIND ME! NOW IT IS TIME TO STRIKE AGAIN! WITH THE AID OF THAT IMPRISONED SPIDER, I WILL TRANSMIT A MESSAGE TO SPIDER-MAN, USING HIS OWN WAVE-LENGTH!
IN SOME STRANGE WAY, HE HAS THE SENSORY POWERS OF A SPIDER ... AND SO, IT WAS A SIMPLE MATTER FOR ONE OF MY GENIUS TO CREATE THIS SPIDER-WAVE TRANSMITTER!
CALLING SPIDER-MAN! CALLING SPIDER-MAN! I MUST CONTACT YOU AT ONCE!

MEANWHILE, AT HOME, PETER PARKER PRACTICES HIS AGILITY WITH HIS WEB, IN THE PRIVACY OF HIS ROOM...
IF THE GANG AT THE BOWLING ALLEY COULD SEE ME NOW!
CALLING SPIDER-MAN! CALLING SPIDER-MAN!
I CAN SENSE A MESSAGE! SOMEONE IS TRYING TO REACH ME!
WHO CAN IT BE? HOW COULD ANYONE HAVE FIGURED OUT A WAY TO REACH ME THROUGH MY SPIDER'S SENSE?
WELL, THERE'S ONLY ONE WAY TO FIND OUT!
IT'S A SIMPLE MATTER FOR ME TO FOLLOW THE SENSORY IMPULSES TO THEIR SOURCE! BOY, IT'S GREAT TO BE GETTING BACK INTO ACTION AGAIN!
BUT, PERHAPS SPIDER-MAN WOULD NOT BE QUITE SO ENTHUSIASTIC IF HE KNEW WHO WAS WAITING FOR HIM AT HIS ULTIMATE DESTINATION!
IT SHOULD BE CHILD'S PLAY FOR ME TO PERSUADE SPIDER-MAN TO JOIN ME AGAINST THE FANTASTIC FOUR!
WELL, I GUESS THIS IS THE PLACE! NOW TO... HOLY SMOKE! I'D KNOW THAT GUY ANYWHERE! IT...IT'S DOCTOR DOOM!
SO IT WAS YOU WHO TRIED TO CONTACT ME, DOOM?! IT WOULD HAVE HAD TO BE SOMEONE WITH YOUR TALENT! BUT WHY?
AH, SPIDER-MAN! IS IT NECESSARY FOR YOU TO MAKE YOUR ENTRANCE QUITE SO DRAMATIC, MY IMPETUOUS FRIEND?
4.


MISTER, FROM WHAT I'VE READ ABOUT YOU, YOU HAVEN'T GOT ANY FRIENDS... IMPETUOUS OR OTHERWISE!
FRIENDSHIP IS FOR WEAKLINGS! WHAT I OFFER YOU IS POWER! TOGETHER, WE COULD RULE THE WORLD!
YOU'RE AN OUTCAST, THE SAME AS I! YOU DARE NOT REVEAL YOUR TRUE IDENTITY! AND YET, RIGHT UNDER YOUR NOSE, THE FANTASTIC FOUR BASKS IN THE LIMELIGHT, WHILE YOU ARE SHUNNED AND HUNTED!
I'LL APPEAL TO HIS SENSE OF ENVY... OF PRIDE! THEN, ONCE HE HAS SERVED HIS PURPOSE, I'LL DESTROY HIM WITHOUT A SECOND THOUGHT!
ME TEAM UP WITH YOU, HUH? MAN, WOULDN'T THAT BE A GASSER? JONAH JAMESON WOULD REALLY HAVE SOMETHING TO HOWL ABOUT THEN!
AH, SO YOU WILL DO IT! SPEAK!! GIVE ME YOUR WORD!
NOT SO FAST, TIN-HEAD! SURE, IT'S AN AMUSIN' THOUGHT TO KICK AROUND, BUT JUST BETWEEN US, I NEED YOU LIKE I NEED ANOTHER NOSE! THE ANSWER IS NO, BUSTER!
I WARN YOU... IF YOU ARE NOT WITH ME, THEN WE ARE DEADLY FOES!
DOC, YOU'RE SCARIN' ME PLUMB OUT OF MY WITS! HERE, CHEW ON THIS HUNK OF WEB FOR A WHILE!
THAT'LL KEEP YOU UNDER WRAPS WHILE I FIGURE OUT WHAT TO DO WITH YOU! SAY, HOW COME YOU'RE SO QUIET... SO STILL? CAT GOT YOUR TONGUE?
YOU BRAZEN FOOL! HAVEN'T YOU GUESSED YET?
IT WASN'T YOU AT ALL! JUST A ROBOT... A DUMMY MADE UP TO RESEMBLE THE REAL DOCTOR DOOM!
NATURALLY! YOU ARE NOT FIGHTING ONE OF YOUR USUAL INSIPID ANTAGONISTS NOW, SPIDER-MAN! DOCTOR DOOM CANNOT BE TRAPPED SO EASILY!
5.



CONTINUED AFTER NEXT PAGE...

FREE WITH ANY PURCHASE

LINCOLN PENNY ALBUM

(WE PAY UP TO $150 WHEN IT'S FILLED)

Fill this Lincoln penny album properly and return it to us to receive $150! ALL CENTS ARE AVAILABLE! Album FREE with any purchase! Send your order today!

ANY ITEM IN THIS GROUP (A)

(all different dates)

A-2 Ind. cents (pre-1909) $1
B-3 nickels (pre-1913) — $1
C-1 quarter (pre-1916) - $1
D-2 dimes (pre-1916) — $1
E-4 nickels (pre-1938) - $1
F-currency from 10 countries — $1

ALL ITEMS—$5

$1

4 INDIAN CENTS IN ALBUM

Getting scarcer each year! 4 different scarce Indian cents in special album.

$2

U.S. COIN CATALOG SHOWS PRICES WE PAY!

Send $1 for our illustrated catalog that shows prices WE PAY for all U.S. coins!

$1

ANY ITEM IN THIS GROUP (B)

G-1 cent (pre-1857) — $2
H-1 3c piece — $2
J-1 2c piece — $2
K-4 dimes (pre-1916) - $2
L-2 quarters (pre-1916) $2
M-1 dime (pre-1891) — $2

ALL ITEMS—$10

$2

ANY ITEM IN THIS GROUP (C)

N-1 nickel (pre-1873) — $3
O-1 quarter (pre-1892) $3
P-cammam, half-dollar $3
R-1 cent (pre-1835) — $3
S-8 cents (pre-1909) — $3
T-3 quarters (pre 1916) $3

ALL ITEMS—$15

$3

TURN-OF-CENTURY TYPE SET

Indian cent, V-Nickel, Barber Dime, Quarter, Half encased in acetate covered holder. **$4.50**

EXTRA! 32 page catalog sent with every order

CENTRE COIN COMPANY

Box 5490 Dept. CG, Sherman Oaks, Calif.

☐ Number ..... from Group ☐ Coin Catalog ($1)
(A) (B) (C), total .....

☐ 4 Indian cents in album ($2) ☐ Turn-of-Century Set ($4.50)

NAME.....

ADDRESS.....

CITY..... STATE.....

RECORD YOUR VOICE AT HOME

ONLY $6.98

FUN FOR THE WHOLE FAMILY

FEATURES:
- Handy Portable Carrying Case
- Cuts Actual Records
- Records at 33⅓, 45, or 78
- Sing, Tell Jokes, Record

MAKE YOUR OWN RECORDS ANYWHERE

Kids, now you can cut your own records at home. Sing, tell jokes, record secret conversations, speeches, take off your favorite shows and music, and it's all ready to play back instantly. Put your voice on records, or a pals, or Mom & Dad's and then play it back at home, parties, gatherings, or wherever your family and friends gather.

IT'S FUN—IT'S REVOLUTIONARY IT'S ELECTRONIC

You receive complete recording equipment, including recording arm and head, microphone, tracking disc, cutting needles, and full supply of blank records. It all attaches to your phonograph, and you're all set to record what you like, where you like and when you like. Takes only 30 seconds, and anyone can operate it. Records at 33⅓, 45 or 78 R.P.M.'s Only $6.98 plus 45¢ shipping charges. Additional blank recording disks are available from us at $3.00 per package of 12.

10 DAY FREE TRIAL

Don't delay! Order now! Use this exciting recorder for parties, gatherings, recording sessions and just plain fun for 10 full days. Test it in your own home, and if you're not 100% delighted, simply return for prompt refund of the full purchase price. Only $6.98 plus 45¢ shipping charges.

MONEY BACK GUARANTEE

Honor House Products Corp. Dept. RL-99
Lynbrook, New York

Rush my Voice Recorder at once. If I am not 100% delighted after 10 day free trial, I may return the merchandise for prompt refund of full purchase price.

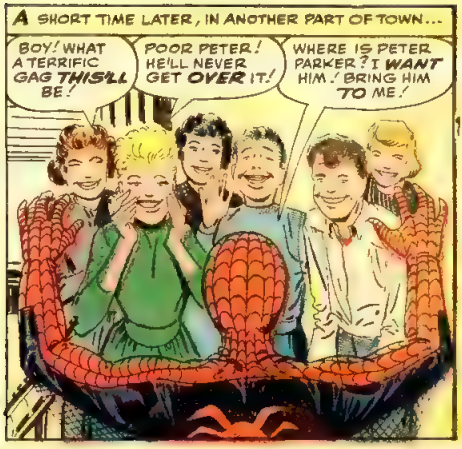
☐ I enclose $6.98 plus 45¢ shipping charges.
☐ Send C.O.D. I will pay postman on delivery plus shipping charges.

Name.....

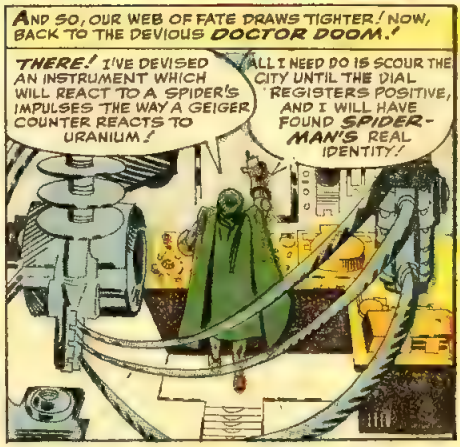
Address.....

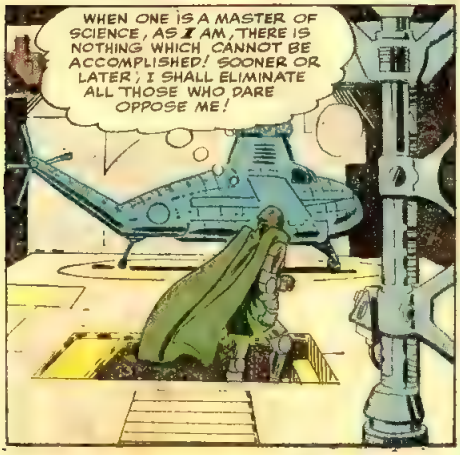
THE FIRST THING I SHALL DO IS LEARN SPIDER-MAN'S TRUE IDENTITY! THAT WILL MAKE IT EASIER FOR ME TO CAPTURE HIM!
AND THEN, ONCE I HAVE HIM HELPLESS, I'LL USE HIM TO BAIT MY DEADLY TRAP FOR THE FANTASTIC FOUR!
MEANWHILE, HUNDREDS OF FEET BELOW...
I HOPE THAT REFUGEE FROM A NIGHTMARE FACTORY DOESN'T THINK HE'S SEEN THE LAST OF ME!... BECAUSE NOW I'M GONNA TACKLE HIM IN EARNEST!
BUT, BY THE TIME THE COLORFUL CRUSADER REACHES THE ROOF...
HOLY HANNAH! WHAT WAS THAT??
BAROOM!
DOOM WAS ONE STEP AHEAD OF ME! HE BLEW UP THE DESERTED BUILDING BEFORE I COULD GET BACK AT HIM! HE'S PROBABLY MILES AWAY BY NOW, PLANNING HIS NEXT MOVE!
WELL, TIME ENOUGH FOR HIM LATER...
I'LL SNAP A FEW PIX OF THE BURNING BUILDING... OLD SKINFLINT JAMESON MAY BE WILLING TO PAY PETE PARKER FOR THEM, IF THEY'RE EXCLUSIVES!
LOOK! THERE'S SPIDER-MAN!
IT MUST HAVE BEEN HIM WHO BLEW UP THE BUILDING!
JUST MY LUCK! THAT CROWD SEES ME! NOW I'LL PROBABLY BE BLAMED FOR THE FIRE, TOO!
THE NEXT DAY, AT THE OFFICES OF J. JONAH JAMESON..
ALL RIGHT, PARKER, I'LL BUY THOSE PICTURES OF THE FIRE FROM YOU! BUT WHAT I REALLY WANT ARE PIX OF SPIDER-MAN! I'D LOVE TO BE ABLE TO PIN THIS FIRE ON HIM!
HERE'S MY CHANCE TO NEEDLE THE OL' WINDBAG A LITTLE...
I DON'T KNOW, MR. JAMESON! PEOPLE ARE BEGINNING TO SAY YOU ATTACK HIM TOO MUCH! THEY'RE BEGINNING TO WONDER WHAT YOUR REAL MOTIVES ARE!
I THINK PARKER IS RIGHT, SIR! I'VE HEARD SOME OF OUR READERS MENTION THAT THEY THINK YOU'RE JEALOUS OF SPIDER-MAN FOR SOME REASON!
WELL, WELL! I NEVER KNEW I HAD AN ALLY IN J.J.'S SECRETARY! AND I NEVER REALIZED HOW PRETTY BETTY BRANT WAS, EITHER.. TILL NOW!
THAT'S ENOUGH! I'M STILL THE PUBLISHER HERE, AND I'LL DECIDE OUR EDITORIAL POLICY!

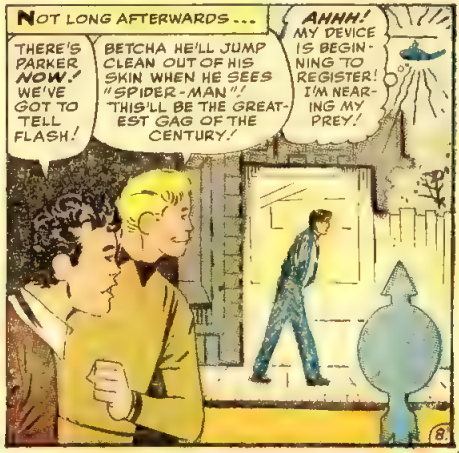
I HAVE ONLY ONE REAL MOTIVE...TO MAKE MONEY! THE MORE I ATTACK SPIDER-MAN, THE MORE PEOPLE READ MY PAPERS! IT'S TO OUR ADVANTAGE TO KEEP POUNDING AWAY AT THAT CORNY COSTUMED CLOWN! EVERYBODY IS INTERESTED IN HIM...WHETHER THEY AGREE WITH ME OR NOT DOESN'T MATTER... SPIDER-MAN SELLS PAPERS! UNDERSTAND??
I SURE DO, YOU BIG, BLUSTERING PHONY!

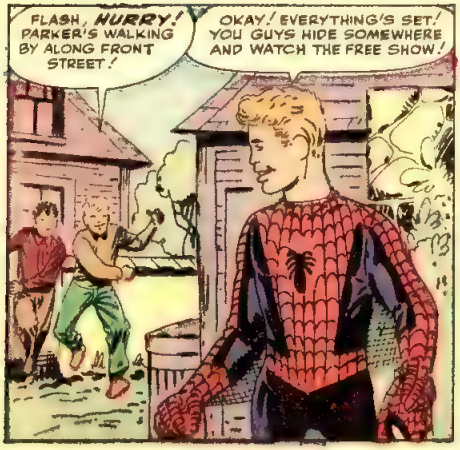

A SHORT TIME LATER, IN ANOTHER PART OF TOWN...
BOY! WHAT A TERRIFIC GAG THIS'LL BE!
POOR PETER! HE'LL NEVER GET OVER IT!
WHERE IS PETER PARKER? I WANT HIM! BRING HIM TO ME!

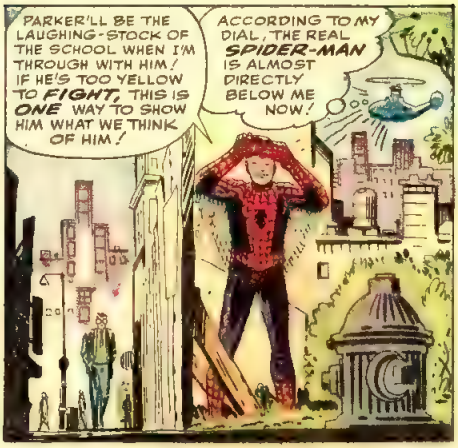
WELL, HOW DID I LOOK? WILL PUNY PARKER FALL FOR IT?
LIKE A TON OF BRICKS! FLASH, YOU'RE A GENIUS!
THE GALS DID A GREAT JOB ON THE COSTUME! THIS'LL TEACH OUR BOOKWORM BUDDY TO KNOCK SPIDER-MAN!


AND SO, OUR WEB OF FATE DRAWS TIGHTER! NOW, BACK TO THE DEVIOUS DOCTOR DOOM!
THERE! I'VE DEVISED AN INSTRUMENT WHICH WILL REACT TO A SPIDER'S IMPULSES THE WAY A GEIGER COUNTER REACTS TO URANIUM!
ALL I NEED DO IS SCOUR THE CITY UNTIL THE DIAL REGISTERS POSITIVE, AND I WILL HAVE FOUND SPIDER-MAN'S REAL IDENTITY!

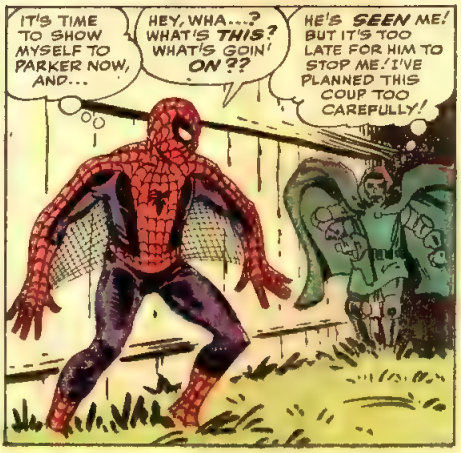

WHEN ONE IS A MASTER OF SCIENCE, AS I AM, THERE IS NOTHING WHICH CANNOT BE ACCOMPLISHED! SOONER OR LATER, I SHALL ELIMINATE ALL THOSE WHO DARE OPPOSE ME!

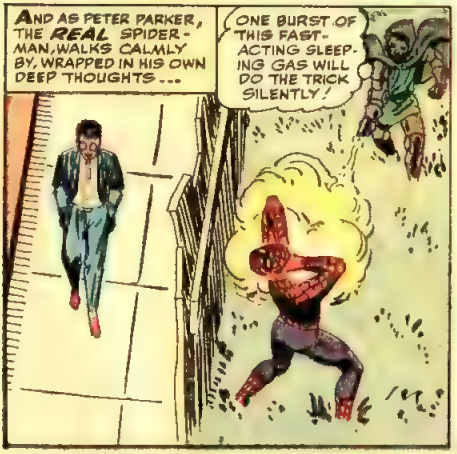

NOT LONG AFTERWARDS...
THERE'S PARKER NOW! WE'VE GOT TO TELL FLASH!
BETCHA HE'LL JUMP CLEAN OUT OF HIS SKIN WHEN HE SEES "SPIDER-MAN"! THIS'LL BE THE GREATEST GAG OF THE CENTURY!
AHHH! MY DEVICE IS BEGINNING TO REGISTER! I'M NEARING MY PREY!
8

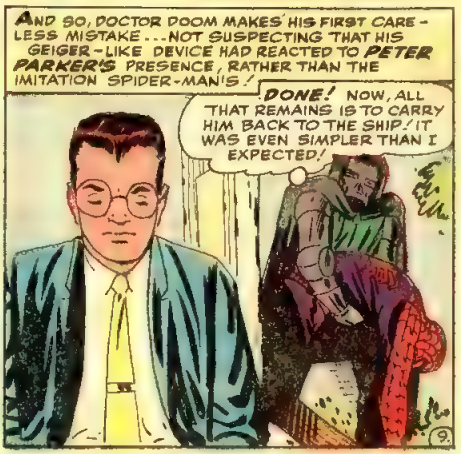

FLASH, HURRY! PARKER'S WALKING BY ALONG FRONT STREET!
OKAY! EVERYTHING'S SET! YOU GUYS HIDE SOMEWHERE AND WATCH THE FREE SHOW!

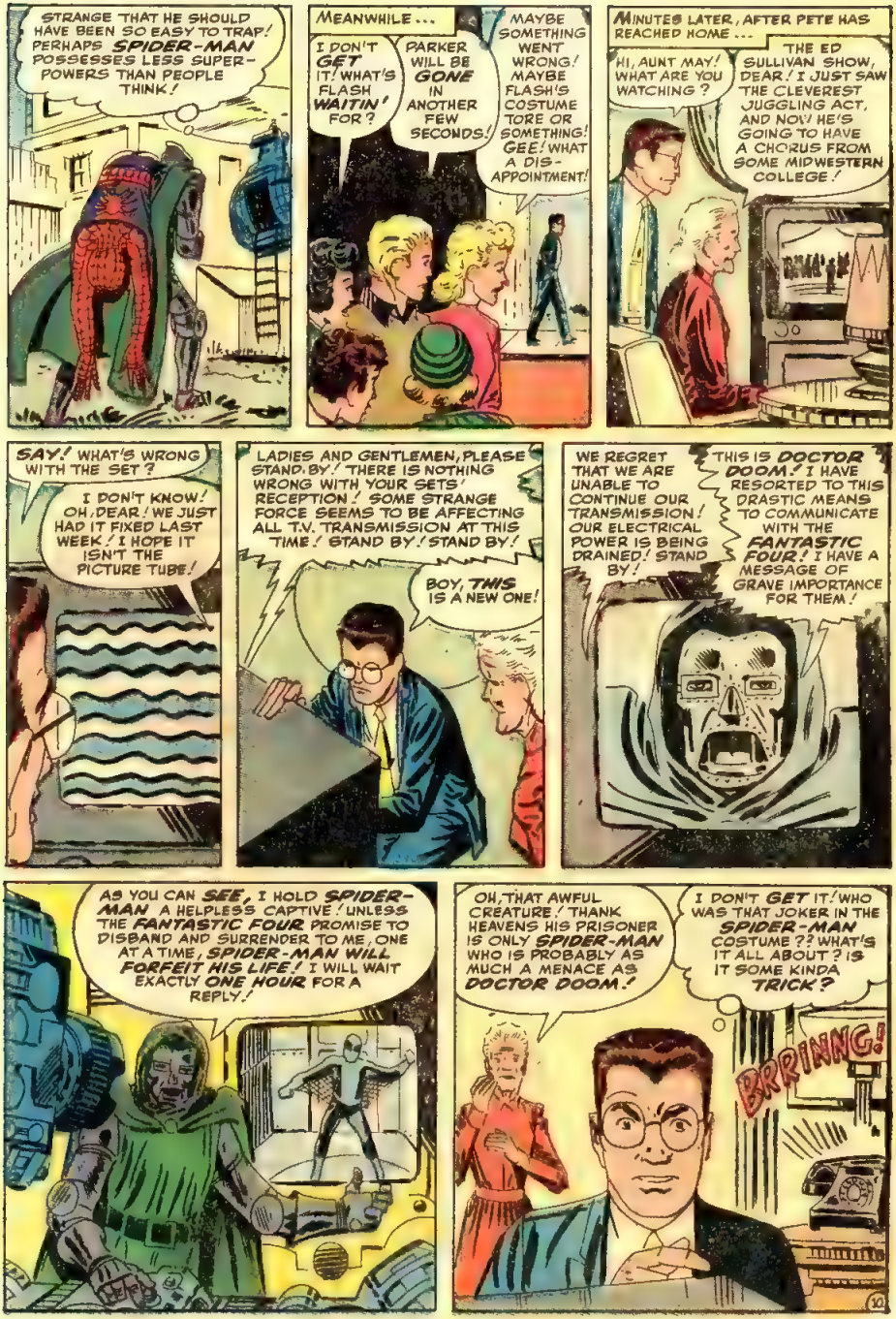

PARKER'LL BE THE LAUGHING-STOCK OF THE SCHOOL WHEN I'M THROUGH WITH HIM! IF HE'S TOO YELLOW TO FIGHT, THIS IS ONE WAY TO SHOW HIM WHAT WE THINK OF HIM!
ACCORDING TO MY DIAL, THE REAL SPIDER-MAN IS ALMOST DIRECTLY BELOW ME NOW!

THERE HE IS! STRANGE, HE'S WEARING HIS COSTUME IN BROAD DAYLIGHT! WELL, NO MATTER! WITHIN SECONDS, HE'LL BE MY HELPLESS PRISONER!


IT'S TIME TO SHOW MYSELF TO PARKER NOW, AND...
HEY, WHA...? WHAT'S THIS? WHAT'S GOIN' ON??
HE'S SEEN ME! BUT IT'S TOO LATE FOR HIM TO STOP ME! I'VE PLANNED THIS COUP TOO CAREFULLY!


AND AS PETER PARKER, THE REAL SPIDER-MAN, WALKS CALMLY BY, WRAPPED IN HIS OWN DEEP THOUGHTS...
ONE BURST OF THIS FAST-ACTING SLEEPING GAS WILL DO THE TRICK SILENTLY!


AND SO, DOCTOR DOOM MAKES HIS FIRST CARELESS MISTAKE...NOT SUSPECTING THAT HIS GEIGER-LIKE DEVICE HAD REACTED TO PETER PARKER'S PRESENCE, RATHER THAN THE IMITATION SPIDER-MAN'S!
DONE! NOW, ALL THAT REMAINS IS TO CARRY HIM BACK TO THE SHIP! IT WAS EVEN SIMPLER THAN I EXPECTED!
9


STRANGE THAT HE SHOULD HAVE BEEN SO EASY TO TRAP! PERHAPS SPIDER-MAN POSSESSES LESS SUPER-POWERS THAN PEOPLE THINK!
MEANWHILE...
I DON'T GET IT! WHAT'S FLASH WAITIN' FOR?
PARKER WILL BE GONE IN ANOTHER FEW SECONDS!
MAYBE SOMETHING WENT WRONG! MAYBE FLASH'S COSTUME TORE OR SOMETHING! GEE! WHAT A DIS-APPOINTMENT!
MINUTES LATER, AFTER PETE HAS REACHED HOME...
HI, AUNT MAY! WHAT ARE YOU WATCHING?
THE ED SULLIVAN SHOW, DEAR! I JUST SAW THE CLEVEREST JUGGLING ACT, AND NOW HE'S GOING TO HAVE A CHORUS FROM SOME MIDWESTERN COLLEGE!
SAY! WHAT'S WRONG WITH THE SET?
I DON'T KNOW! OH, DEAR! WE JUST HAD IT FIXED LAST WEEK! I HOPE IT ISN'T THE PICTURE TUBE!
LADIES AND GENTLEMEN, PLEASE STAND BY! THERE IS NOTHING WRONG WITH YOUR SETS' RECEPTION! SOME STRANGE FORCE SEEMS TO BE AFFECTING ALL T.V. TRANSMISSION AT THIS TIME! STAND BY! STAND BY!
BOY, THIS IS A NEW ONE!
WE REGRET THAT WE ARE UNABLE TO CONTINUE OUR TRANSMISSION! OUR ELECTRICAL POWER IS BEING DRAINED! STAND BY!
THIS IS DOCTOR DOOM! I HAVE RESORTED TO THIS DRASTIC MEANS TO COMMUNICATE WITH THE FANTASTIC FOUR! I HAVE A MESSAGE OF GRAVE IMPORTANCE FOR THEM!
AS YOU CAN SEE, I HOLD SPIDER-MAN A HELPLESS CAPTIVE! UNLESS THE FANTASTIC FOUR PROMISE TO DISBAND AND SURRENDER TO ME, ONE AT A TIME, SPIDER-MAN WILL FORFEIT HIS LIFE! I WILL WAIT EXACTLY ONE HOUR FOR A REPLY!
OH, THAT AWFUL CREATURE! THANK HEAVENS HIS PRISONER IS ONLY SPIDER-MAN WHO IS PROBABLY AS MUCH A MENACE AS DOCTOR DOOM!
I DON'T GET IT! WHO WAS THAT JOKER IN THE SPIDER-MAN COSTUME?? WHAT'S IT ALL ABOUT? IS IT SOME KINDA TRICK?
BRRING!
10

CONTINUED AFTER NEXT PAGE...

Curious Coins! Odd Paper Money!

CATALOG PRICE 75¢—BUT YOURS FREE to get names for our mailing list

SEND for this valuable packet of odd and curious coins and paper money – an exciting introduction to fast growing hobby! You'll find money from Formosa (Free China – our ally), East Africa, Austria, Turkey, etc. Catalog price 75¢ –but yours FREE on this special offer!

JOIN THIS FUN RIGHT AWAY

Get your FREE packet of coins and money – plus $100,000 in Confederate "money" as your bonus – together with lists of popular coins available, and other interesting offers on approval. Just send coupon now, with 10¢ to help cover shipping, to:

LITTLETON COIN CO., Dept. MC-8
Littleton, New Hampshire

Also FREE $100,000 CONFEDERATE BILL
This lots-of-fun actual replica is yours for prompt-ness while the supply lasts.

MAIL TODAY FOR FREE COINS AND MONEY

LITTLETON COIN CO., Dept. MC-8
Littleton, New Hampshire

Please rush me FREE packet of coins and money – together with $100,000 replica Confederate 'money . . . lists of popular coins available . . . and other interesting offers on approval. Enclosed is 10¢ to cover shipping.

Name.....
(Please Print Plainly)

Address.....

City.....Zone....State.....

INSTANT LIVE SEA ANIMALS

just add water . . . you've got INSTANT LIFE

ONLY $1.00

It's true. Now, right before your eyes — in just 24-72 hours — a happy troupe of hundreds of playful tumbling sea-monkeys (exotic Saskatchewan Brine Shrimp) that are more fun than a sea full of seals. Amaze both children and adults as you watch the comic antics of these fantastic underwater sea clowns. Day and night you'll see them chase each other in a playful game of hide and seek. The loser gets caught by the tail and is spun in a dizzy circle. See the "showoffs" turn somersaults under water . . . see the ticklish ones scratch each others' backs. Watch them cavort singly or glide gracefully in formation creating your own underwater circus.

MIRACLE OF LIFE

Right before your eyes these genuine live sea animals burst forth from "magic" powder eggs which will remain alive as long as eight years. You can raise an entire troupe in an ordinary glass jar using just tap water. It's so easy . . . just empty the package into a jar or fish bowl, add water and you have created "instant life." You can have a whole sea brood to give as gifts or sell if you wish.

SEE THEM OBEY YOUR SILENT COMMANDS

Darken the room and watch them follow a flashlight or candle beam forwards, backwards, sideways or around like a pack of happy kids playing follow the leader. Order now.

SEE THEM CHANGE COLOR

Mail this coupon and we'll send you 3 colors of sea-monkeys — white, pink and red. These are their natural colors. Yet, with a drop of vegetable food dye in their water, you can change the color of these little sea monkeys as often as you wish. Make them green, blue, purple, yellow or any other hue or shade without harming them. This dye will enable you to see their internal organs and how their life processes function.

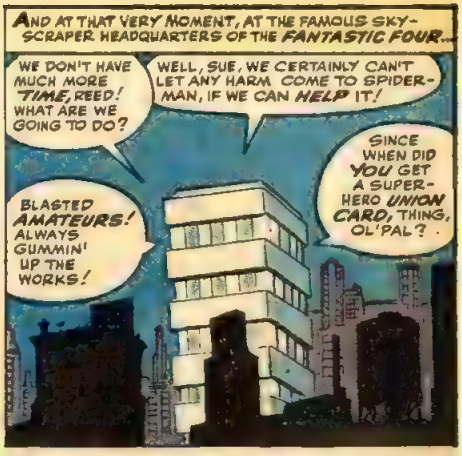
MONEY BACK GUARANTEE

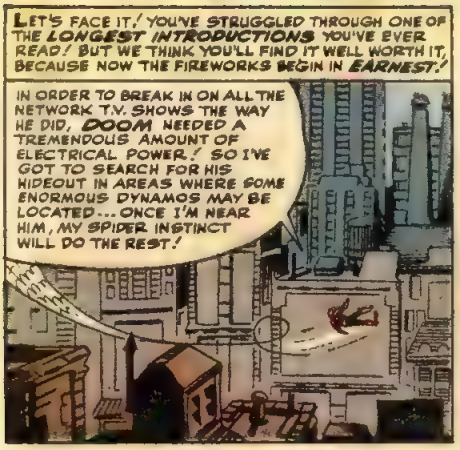
BARGAIN CO. (Dept. MCR): 101 East 32nd St., New York.
Rush me my "magic" eggs for hatching my live sea animals at once. I understand if I am not 1000% delighted, I may return it for prompt refund of my purchase price.

☐ I enclose $1.00 plus 25c shipping charge for one order.
☐ SAVE 50c. I enclose $2.00. Send double order for hatching two live sea circuses.

Name_____
Address_____
City_____Zone____State_____

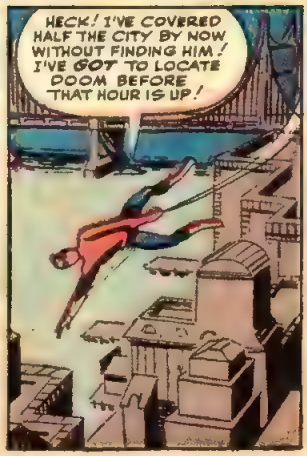
I'D BETTER GIVE MY EQUIPMENT A FAST SAFETY CHECK! LET'S SEE... PLENTY OF WEB FLUID... SPIDER-MAN LIGHT BEAM OKAY... MASK ON SECURELY...
THAT'S IT! NOW FOR DOCTOR DOOM!


AND AT THAT VERY MOMENT, AT THE FAMOUS SKY-SCRAPER HEADQUARTERS OF THE FANTASTIC FOUR...
WE DON'T HAVE MUCH MORE TIME, REED! WHAT ARE WE GOING TO DO?
WELL, SUE, WE CERTAINLY CAN'T LET ANY HARM COME TO SPIDER-MAN, IF WE CAN HELP IT!
SINCE WHEN DID YOU GET A SUPER-HERO UNION CARD, THING, OL' PAL?
BLASTED AMATEURS! ALWAYS GUMMIN' UP THE WORKS!


LET'S FACE IT, YOU'VE STRUGGLED THROUGH ONE OF THE LONGEST INTRODUCTIONS YOU'VE EVER READ! BUT WE THINK YOU'LL FIND IT WELL WORTH IT, BECAUSE NOW THE FIREWORKS BEGIN IN EARNEST!
IN ORDER TO BREAK IN ON ALL THE NETWORK T.V. SHOWS THE WAY HE DID, DOOM NEEDED A TREMENDOUS AMOUNT OF ELECTRICAL POWER! SO I'VE GOT TO SEARCH FOR HIS HIDEOUT IN AREAS WHERE SOME ENORMOUS DYNAMOS MAY BE LOCATED... ONCE I'M NEAR HIM, MY SPIDER INSTINCT WILL DO THE REST!

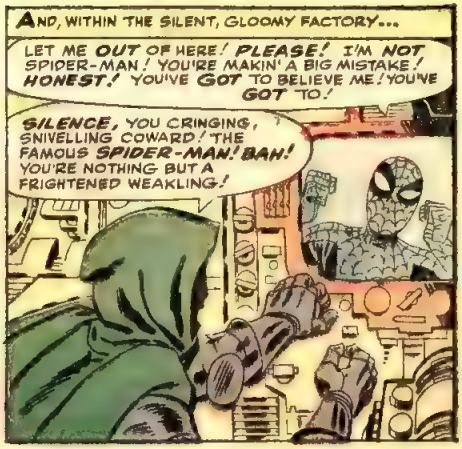
THE TELEPHONE COMPANY INSTALLATION IS BELOW ME, BUT I DON'T SENSE ANY HOSTILE PRESENCE DOWN THERE!

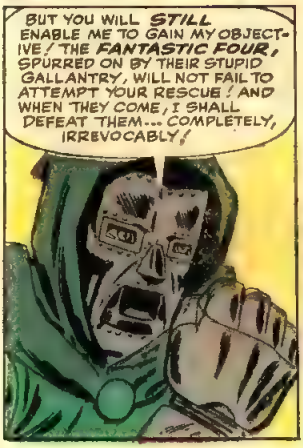
HERE'S THE BROADCASTING COMPANY BUILDING... BUT STILL NO TRACE OF LAUGHING BOY!

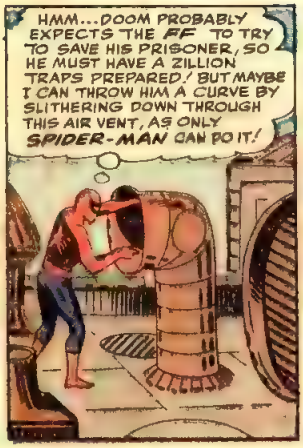

HECK! I'VE COVERED HALF THE CITY BY NOW WITHOUT FINDING HIM! I'VE GOT TO LOCATE DOOM BEFORE THAT HOUR IS UP!

I OUGHTTA HAVE MY HEAD EXAMINED FOR KNOCKIN' MYSELF OUT TO RESCUE A GUY WHO'S MY WORST ENEMY, BUT...
WHOOP! HOLD IT! I'M BEGINNING TO SENSE SOMETHING!
12

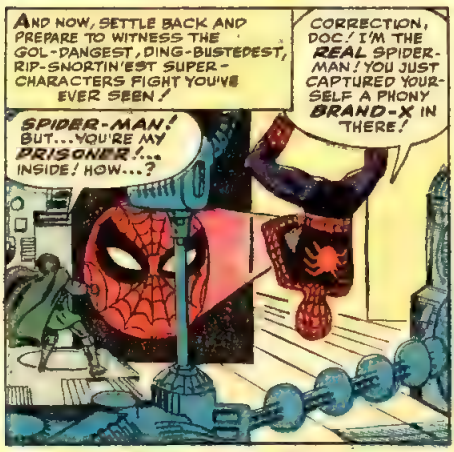
GOOD OL' SPIDER SENSE! IT HASN'T FAILED ME YET! I CAN FEEL THE HOSTILE EMANATIONS CLEAR UP HERE FROM THAT ABANDONED FACTORY BELOW!

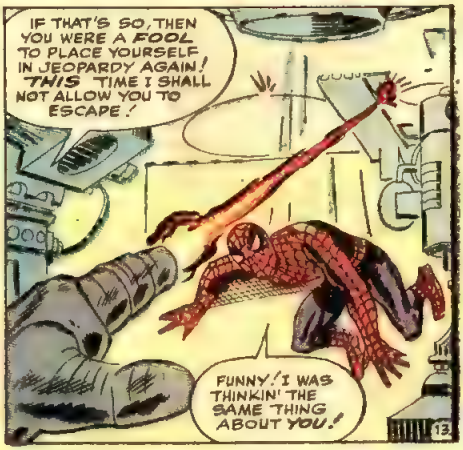

AND, WITHIN THE SILENT, GLOOMY FACTORY...
LET ME OUT OF HERE! PLEASE! I'M NOT SPIDER-MAN! YOU'RE MAKIN' A BIG MISTAKE! HONEST! YOU'VE GOT TO BELIEVE ME! YOU'VE GOT TO!
SILENCE, YOU CRINGING, SNIVELLING COWARD! THE FAMOUS SPIDER-MAN! BAH! YOU'RE NOTHING BUT A FRIGHTENED WEAKLING!

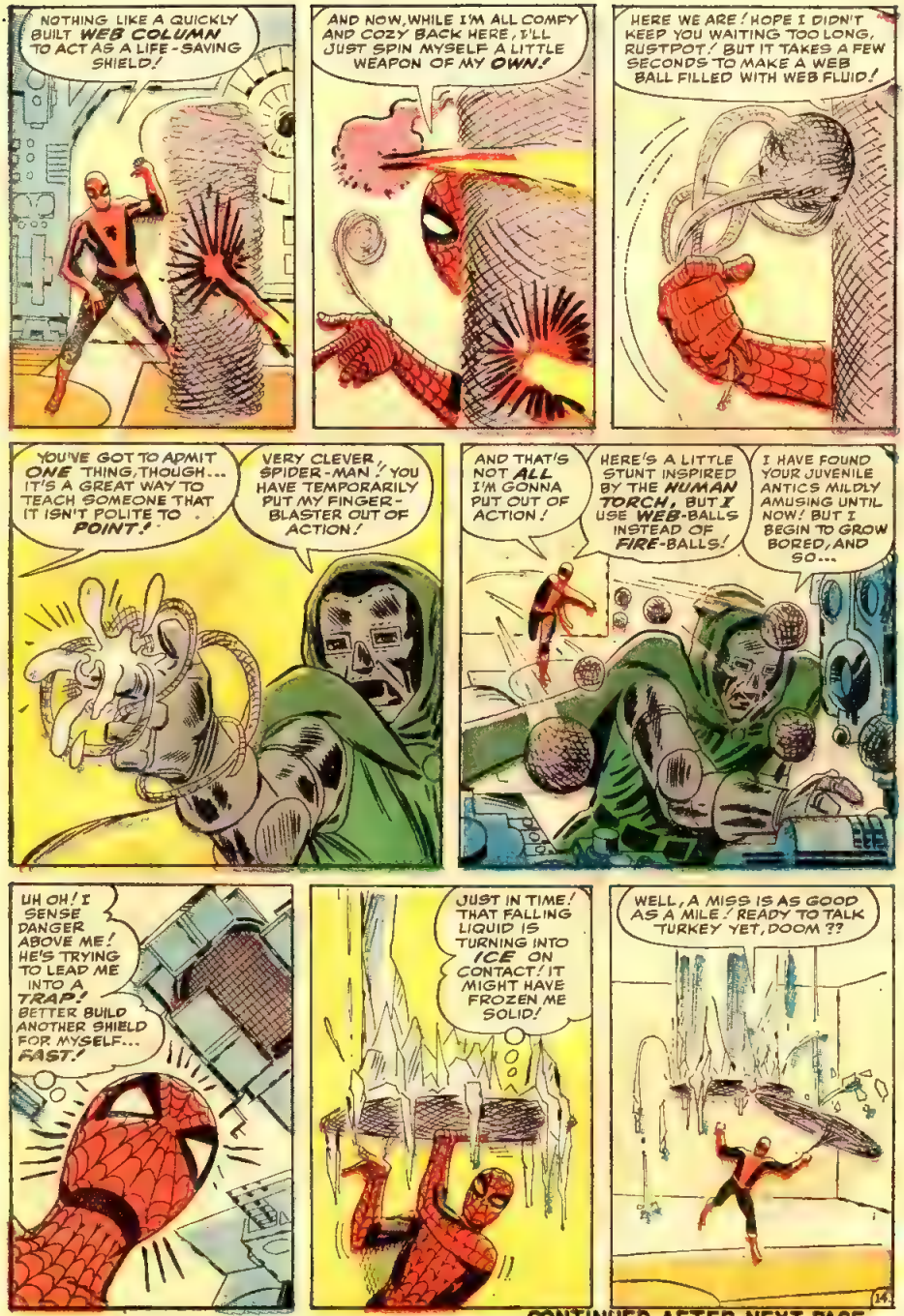

BUT YOU WILL STILL ENABLE ME TO GAIN MY OBJECTIVE! THE FANTASTIC FOUR, SPURRED ON BY THEIR STUPID GALLANTRY, WILL NOT FAIL TO ATTEMPT YOUR RESCUE! AND WHEN THEY COME, I SHALL DEFEAT THEM... COMPLETELY, IRREVOCABLY!


HMM... DOOM PROBABLY EXPECTS THE FF TO TRY TO SAVE HIS PRISONER, SO HE MUST HAVE A ZILLION TRAPS PREPARED! BUT MAYBE I CAN THROW HIM A CURVE BY SLITHERING DOWN THROUGH THIS AIR VENT, AS ONLY SPIDER-MAN CAN DO IT!

IT'S A TIGHT SQUEEZE, BUT I THINK I CAN MAKE IT! WHEW! THIS WOULD BE SOME SPOT FOR A GUY TO GET CLAUSTRO-PHOBIA!


AND NOW, SETTLE BACK AND PREPARE TO WITNESS THE GOL-DANGEST, DING-BUSTEDEST, RIP-SNORTIN'EST SUPER-CHARACTERS FIGHT YOU'VE EVER SEEN!
CORRECTION, DOC! I'M THE REAL SPIDER-MAN! YOU JUST CAPTURED YOURSELF A PHONY BRAND-X IN THERE!
SPIDER-MAN! BUT... YOU'RE MY PRISONER!... INSIDE! HOW...?

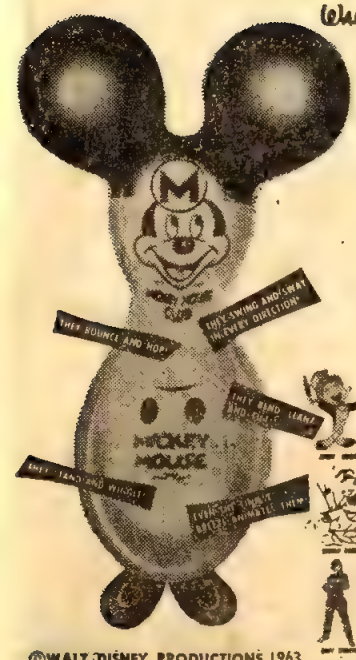

IF THAT'S SO, THEN YOU WERE A FOOL TO PLACE YOURSELF IN JEOPARDY AGAIN! THIS TIME I SHALL NOT ALLOW YOU TO ESCAPE!
FUNNY! I WAS THINKIN' THE SAME THING ABOUT YOU!



CONTINUED AFTER NEXT PAGE...

America's most lovable characters from . . .

Walt Disney's WONDERFUL WORLD



10 KING-SIZE LATEX TOYS FOR $1.00 PLUS 25¢ POST

they stand from 15" to ALMOST 3 FEET TALL

Here's good clean fun for every youngster! Thrilling Walt Disney characters will keep every youngster busy for hours. Toss these toys in the air, they always land on their feet, swinging and swaying in every direction. From 12" to almost 3' tall, one-piece quality latex, inflatable, assorted bright colors. Guaranteed to delight! Terrific gift for every child

MAIL THIS HANDY COUPON NOW!

MOTHER HUBBARD, DEPT. WH-332
176 FEDERAL ST., BOSTON 10, MASS.

Your Walt Disney inflatable characters are just what I want for my youngsters. Enclosed is $_____ in check ☐, cash ☐, money order ☐, for _____ sets, each at $1.00 plus 25¢ postage and handling. No COD's please.

NAME _____

ADDRESS _____

CITY _____ ZONE _____ STATE _____

BE SURE TO INCLUDE POSTAL HANDLING CHARGES PER SET

©WALT DISNEY PRODUCTIONS 1963

REWARD $11,750.00

FOR THIS COIN!

$5,000,000.00 Search For Rare Coins, OLD & NEW!

Illustrated: 1804 silver dollar — 19,000 minted, only 12 accounted for— where are the rest?

Stop spending valuable coins worth hundreds of dollars. New 1963 catalogue lists hundreds of coins we want to buy and gives the price range we will pay for these United States Coins. Certain half cent coins are worth up to $3,500.00 for Canadian Coins. Our valuable Coin Book may reward you many thousands of dollars. Coins do not have to be old to be valuable. Thousands of dollars have been paid for coins dated as recently as 1940 to 1956. Now you too can learn the rare dates and how to identify rare coins in your possession with our new 1963 catalogue. A fortune may be waiting for you. Millions of Dollars have been paid for rare coins. Send your order for this valuable coin catalogue now. Hold on to your coins until you obtain our catalogue. Send $1.00 for 1963 Coin Catalogue Book to Best Values Co., Dept. A-463, 285A Market St., Newark, N. J.

MAIL FREE TRIAL COUPON NOW!

FOR CERTAIN COINS WE PAY UP TO CERTAIN:	
Gold Coins Before 1929...	$35,000.00
Nickels Before 1945.....	16,000.00
Silver Dollars Before 1938.	11,750.00
Half Dollars Before 1947...	5,550.00
Pennies Before 1919.....	4,800.00
Dimes Before 1946.....	4,750.00
Quarters Before 1941.....	4,500.00
Half Cents Before 1910.....	3,500.00
Lincoln Pennies Before 1940	250.00

Best Values Co., Dept. A-463
285 Market St., Newark, N. J.

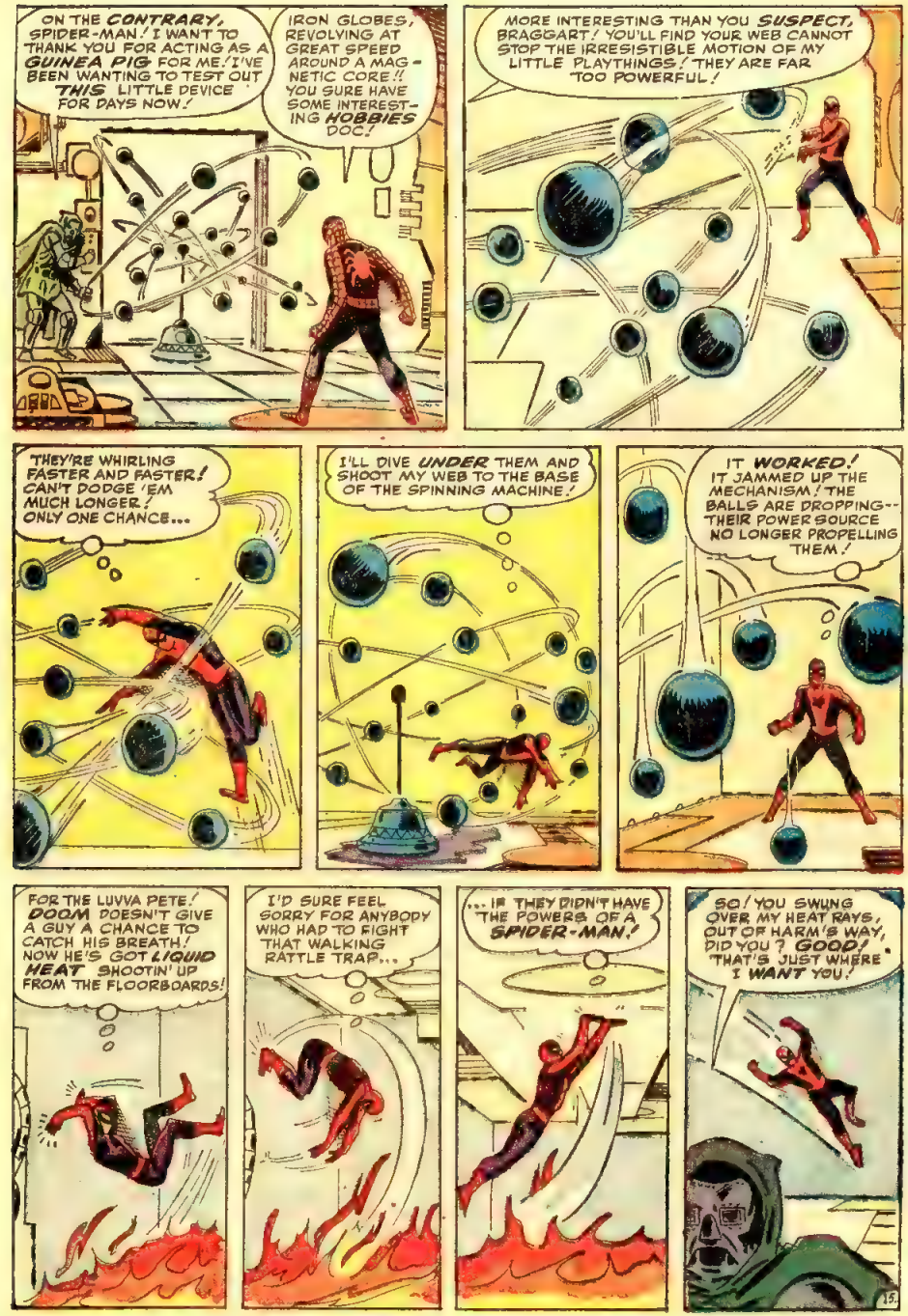
Rush your latest 1963 catalogue listing the actual price range you will pay for United States Coins listed in the catalogue. I enclose $1. Send Pstg. Prepaid.

NAME.....

ADDRESS.....

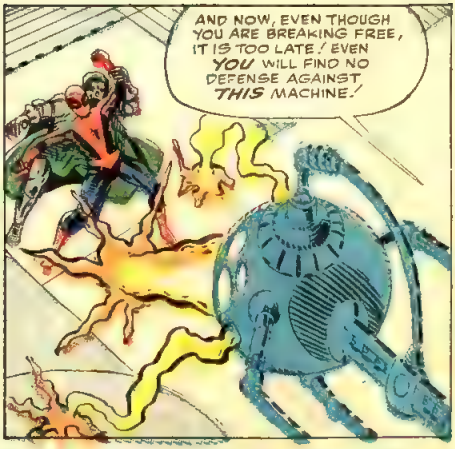
CITY.....STATE.....

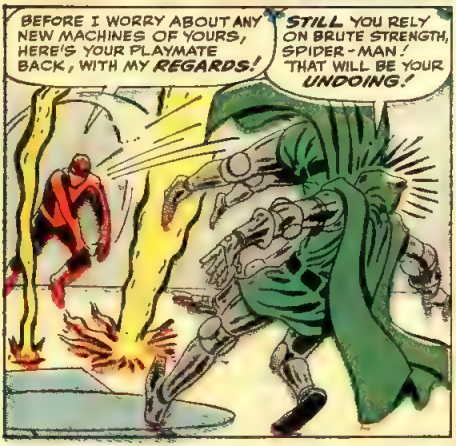
YOUR MONEY WILL BE REFUNDED IN FULL IF YOU ARE NOT SATISFIED WITH THIS CATALOG

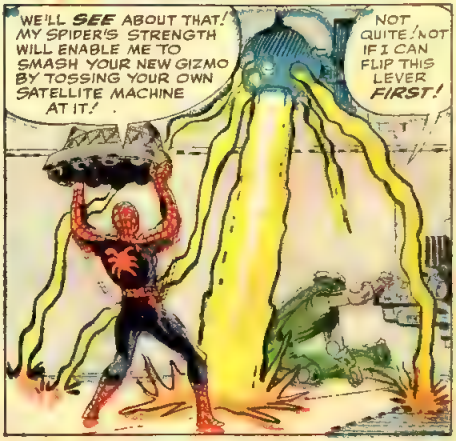

ON THE CONTRARY, SPIDER-MAN! I WANT TO THANK YOU FOR ACTING AS A GUINEA PIG FOR ME! I'VE BEEN WANTING TO TEST OUT THIS LITTLE DEVICE FOR DAYS NOW!
IRON GLOBES, REVOLVING AT GREAT SPEED AROUND A MAGNETIC CORE!! YOU SURE HAVE SOME INTERESTING HOBBIES DOC!
MORE INTERESTING THAN YOU SUSPECT, BRAGGART! YOU'LL FIND YOUR WEB CANNOT STOP THE IRRESISTIBLE MOTION OF MY LITTLE PLAYTHINGS! THEY ARE FAR TOO POWERFUL!
THEY'RE WHIRLING FASTER AND FASTER! CAN'T DODGE 'EM MUCH LONGER! ONLY ONE CHANCE...
I'LL DIVE UNDER THEM AND SHOOT MY WEB TO THE BASE OF THE SPINNING MACHINE!
IT WORKED! IT JAMMED UP THE MECHANISM! THE BALLS ARE DROPPING-- THEIR POWER SOURCE NO LONGER PROPELLING THEM!
FOR THE LUVVA PETE! DOOM DOESN'T GIVE A GUY A CHANCE TO CATCH HIS BREATH! NOW HE'S GOT LIQUID HEAT SHOOTIN' UP FROM THE FLOORBOARDS!
I'D SURE FEEL SORRY FOR ANYBODY WHO HAD TO FIGHT THAT WALKING RATTLE TRAP...
...IF THEY DIDN'T HAVE THE POWERS OF A SPIDER-MAN!
SO! YOU SWUNG OVER MY HEAT RAYS, OUT OF HARM'S WAY, DID YOU? GOOD! THAT'S JUST WHERE I WANT YOU!
15.

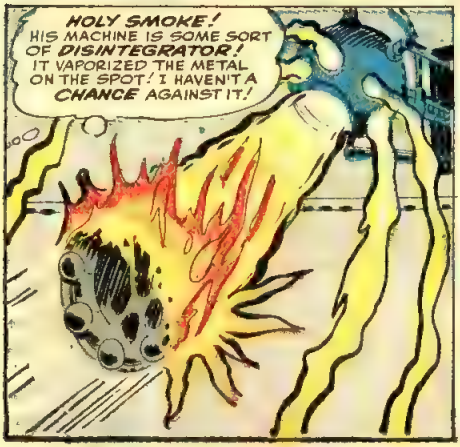
YOU OUTSMARTED YOURSELF THAT TIME! I TRICKED YOU INTO LANDING WHERE YOU DID! AND NOW...
THIS STEEL SECTION OF FLOORING I LANDED ON... YOU'VE GOT IT ELECTRIFIED!
HE'S INCREASING THE CURRENT! CAN'T TAKE MUCH MORE OF IT! IT WOULD HAVE KNOCKED OUT A NORMAL HUMAN BY NOW!
LUCKY I LOADED UP WITH PLENTY OF WEB FLUID BEFORE COMING HERE!
FIGHTING DESPERATELY TO MAINTAIN CONSCIOUSNESS, SPIDER-MAN SHOOTS OUT HIS AWESOME WEB, WHICH CARRIES WITH IT THE SAME ELECTRIC CURRENT WHICH IS WEAKENING THE DESPERATE CRIME-FIGHTER!
AND, AS THE WEB STRIKES THE STARTLED DOCTOR DOOM, THE SAME CHARGE OF ELECTRICITY RUNS THROUGH HIS BODY, MAGNIFIED MANY TIMES BY HIS METAL GARB!
UGH! I'M CAUGHT IN MY OWN TRAP! GOT TO SWITCH CURRENT OFF!
AND THEN, AFTER THE ELECTRICAL CHARGE HAS BEEN NULLIFIED...
NOW WE'LL PLAY IT MY WAY, DOOM! ...WITHOUT ANY OF YOUR KOOKIE GADGETS!
NOT YET, SPIDER-MAN! I AM STILL IN CONTROL HERE!
AH, JUST IN CASE YOU DON'T BELIEVE ME... HERE'S SOMETHING TO CONVINCE YOU!
HUH? BEHIND ME! WHO...? WHAT...?

THE ROBOT! WHAT A FOOL I WAS... I FORGOT ABOUT IT!
NATURALLY! NO ONE CAN MATCH THE THINKING ABILITY OF DOCTOR DOOM!

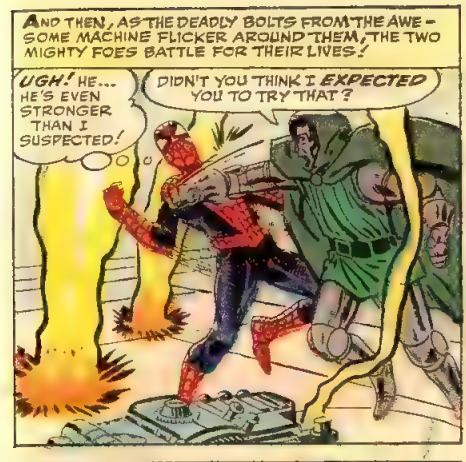

AND NOW, EVEN THOUGH YOU ARE BREAKING FREE, IT IS TOO LATE! EVEN YOU WILL FIND NO DEFENSE AGAINST THIS MACHINE!


BEFORE I WORRY ABOUT ANY NEW MACHINES OF YOURS, HERE'S YOUR PLAYMATE BACK, WITH MY REGARDS!
STILL YOU RELY ON BRUTE STRENGTH, SPIDER-MAN! THAT WILL BE YOUR UNDOING!

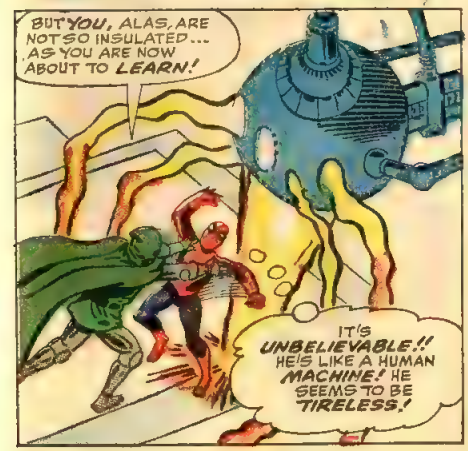

WE'LL SEE ABOUT THAT! MY SPIDER'S STRENGTH WILL ENABLE ME TO SMASH YOUR NEW GIZMO BY TOSSING YOUR OWN SATELLITE MACHINE AT IT!
NOT QUITE! NOT IF I CAN FLIP THIS LEVER FIRST!

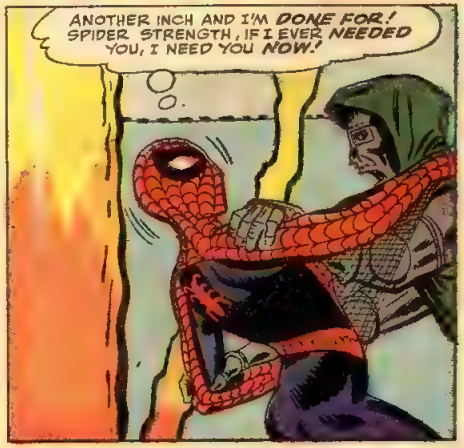

HOLY SMOKE! HIS MACHINE IS SOME SORT OF DISINTEGRATOR! IT VAPORIZED THE METAL ON THE SPOT! I HAVEN'T A CHANCE AGAINST IT!

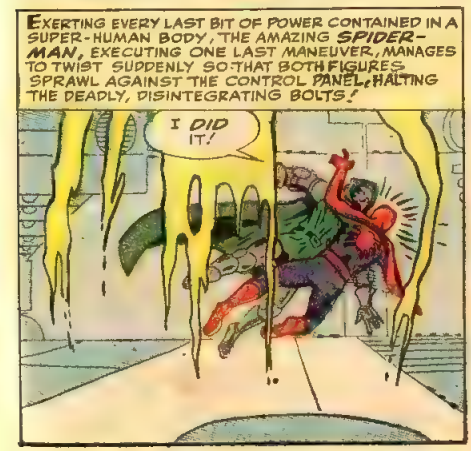
WELL, I CAN'T STAND STILL AND LET IT FINISH ME! MAYBE I CAN DIVE PAST THE BOLTS AND REACH THE CONTROL PANEL!

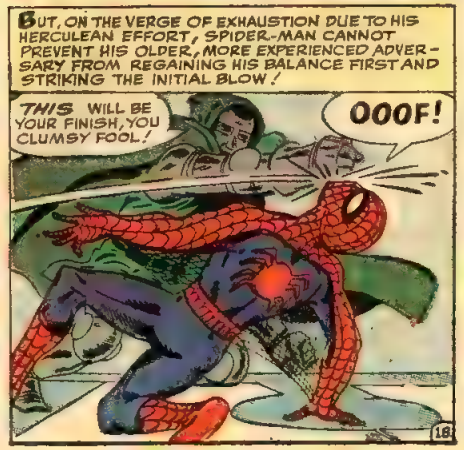

AND THEN, AS THE DEADLY BOLTS FROM THE AWESOME MACHINE FLICKER AROUND THEM, THE TWO MIGHTY FOES BATTLE FOR THEIR LIVES!
UGH! HE... HE'S EVEN STRONGER THAN I SUSPECTED!
DIDN'T YOU THINK I EXPECTED YOU TO TRY THAT?

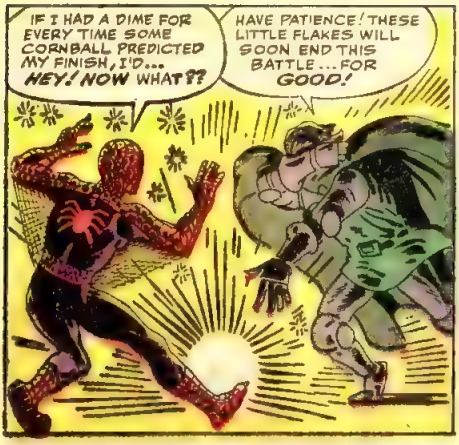
THAT BOLT! IT STRUCK YOU! BUT...
BUT WHAT? DID YOU THINK I'D EXPOSE MYSELF TO MY OWN WEAPON WITHOUT TAKING PRECAUTIONS ??! I'M INSULATED AGAINST THESE BOLTS... THEY CANNOT HARM ME!

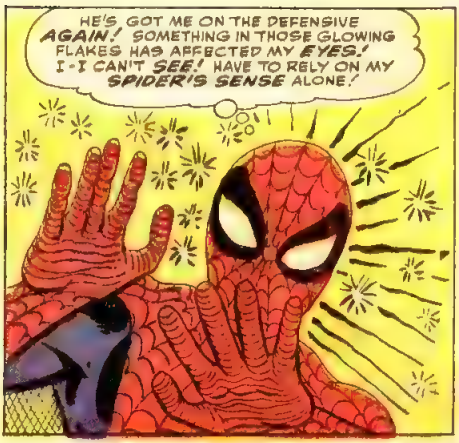

BUT YOU, ALAS, ARE NOT SO INSULATED... AS YOU ARE NOW ABOUT TO LEARN!
IT'S UNBELIEVABLE!! HE'S LIKE A HUMAN MACHINE! HE SEEMS TO BE TIRELESS!

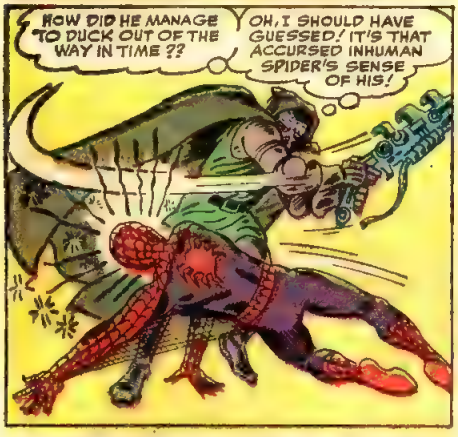

ANOTHER INCH AND I'M DONE FOR! SPIDER STRENGTH, IF I EVER NEEDED YOU, I NEED YOU NOW!

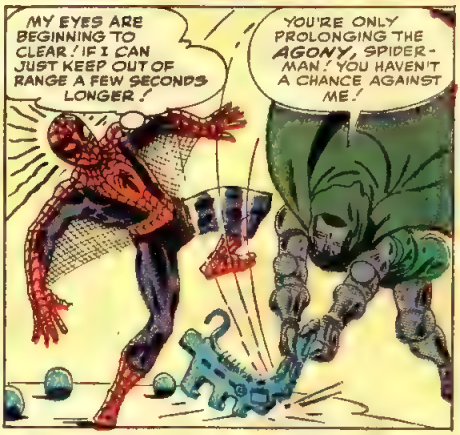

EXERTING EVERY LAST BIT OF POWER CONTAINED IN A SUPER-HUMAN BODY, THE AMAZING SPIDER-MAN, EXECUTING ONE LAST MANEUVER, MANAGES TO TWIST SUDDENLY SO THAT BOTH FIGURES SPRAWL AGAINST THE CONTROL PANEL, HALTING THE DEADLY, DISINTEGRATING BOLTS!
I DID IT!


BUT, ON THE VERGE OF EXHAUSTION DUE TO HIS HERCULEAN EFFORT, SPIDER-MAN CANNOT PREVENT HIS OLDER, MORE EXPERIENCED ADVERSARY FROM REGAINING HIS BALANCE FIRST AND STRIKING THE INITIAL BLOW!
THIS WILL BE YOUR FINISH, YOU CLUMSY FOOL!
OOOF!









CONTINUED AFTER NEXT PAGE...

GROG GROWS OWN TAIL

PLANT TAIL OUTSIDE AND IT GROWS LIKE MAD INTO A BEAUTIFUL SHADE TREE! Grog, amazing prehistoric monster, comes with half-a-tail. In a few days the tail starts growing. It grows, grows, g-r-o-w-s. Remove the tail from Grog's body and plant it outside and it springs quickly into a flowering, fragrant shade tree. Then Grog grows another tail. Remove the tail again and he grows another, and another . . . endlessly. Only $1 plus 25c postage. Satisfaction or money back.

$1.00

MONEY BACK GUARANTEE

Please include 25c postage and handling.

WESTERN WORLD PRODUCTS, Dept. 3
2611 Tilden Ave., Los Angeles 64, Calif.

I am enclosing cash, check or money order for $1 plus 25c postage for which please send me my grog. I understand if I am not satisfied my money will be returned.

(PLEASE PRINT PLAINLY)

Name _____

Address _____

City _____ Zone ____ State _____

BOYS 12 or older

MAKE $1 to $5 WEEKLY IN YOUR SPARE TIME

5¢ PROFIT on every GRIT you sell.

Win FREE PRIZES, Like These, Too

Sell GRIT

"America's Greatest Family Newspaper"
Enjoyed by 900,000 Families Every Week

Over 30,000 boys, 12 or older, sell GRIT every week in a few hours of their spare time — make lots of spending money — win prizes — get valuable business training.

GRIT WILL HELP YOU GET STARTED in a profitable business of your own. We will send you papers and easy-to-understand selling instructions.

You pay *only* for the papers you sell until you know how many to order. GRIT sells for 15c a copy. You keep 5c and send GRIT 10c for each paper you sell.

Grab This Great Opportunity
SEND THE COUPON NOW

GRIT PUBLISHING CO., Williamsport, Pa. HC 83

Send my first bundle of papers, selling helps and prize offers.

Name .....

Are You a Boy? .... Age .... Date Born ..... Year .....

In Care of .....

Street and No. ..... R. F. D. .....

Post Office ..... State .....

Print Your Last Name Plainly Here

FIRST, THE FANTASTIC FOUR!

And NOW, in the same inimitable style, by the same writer and artist... ANOTHER group of fabulous characters:

GET YOUR COPY TODAY!

THE MARVEL COMICS GROUP USHERS IN THE MARVEL AGE OF COMICS!

BATTLE ACTION!! FIGHTING MEN!! AS ONLY THE MARVEL COMICS GROUP CAN PRESENT THEM!

STAMP COLLECTING OUTFIT
A packet of stamps from all parts of world. A package of stamp hinges; perforation gauge and millimeter scale; watermark detector. Everything ONLY 10c to approval buyers.
LORRAINE W. BROWN, Dept. 18, Marion, Mich.

1c Thousands of beautiful stamps at only 1c each—why pay more when you can get the best for less. Write today for approvals.
PENNY STAMP SERVICE
Orange California

BETTER U.S. APPROVALS
To introduce our BETTER U.S. APPROVALS we offer 15 of the most wanted U.S. stamps, including a Columbian. Bi-Cents, Army-Navy, Famous American, Airs and other Commems for only 10c.
OCEAN STAMPS, BOX 64-D, BROOKLYN 29, N.Y.

25 DIFF. CHINA 10¢
BIG Value ONLY 10c to Approval Buyers ·
EXTRA! We give our regular customers a 56,000 Space Album after certain purchases.
WEST COAST, 1609 S. Park, Santa Ana, California

111 DIF. BONANZA 10¢
Includes Complete Red Cross Set, Triangle, Scout, Fr. So. Antartica, Singapore, Hungary Street Scenes, etc. Only 10¢ with Approvals.
FAIRWAY — Box 65-C — Garden Grove. Calif.

20 DIFFERENT TRIANGLES 25¢
To buyers of our World's Best Looking Approvals.
Picture Stamps. Box 46193-P Hollywood 46, Calif.

121 DIF. BLOCKBUSTER 10¢
Includes Giant Indonesia dancer, 2 Triangles, Pakistan, Hitler head, Jamaica, "Kennedy" Togo, Cuba, Nigeria and other, 10¢ to Approval Buyers only.
TRU-VALUE STAMPS, Box 2098, Santa Ana, Calif.

LOOK — GIANT PHILIPPINE
stamp, plus New Zealand, Cuba and others. Only 5c with U.S. or foreign approvals.
Earl Thompson, 5448 Odell St., St. Louis 9, Mo.

WILL ROGERS AIR! HELICOPTER TRIANGLE!! Plus Monte Carlo Dove Triangle! Stamp printed in Solid Gold! New York Empire State Bldg. airmail. lovely Congo Orchids in full colors, etc., 10c with approvals. Sunny Stamps Service, Apopka 19A, Florida.

BIG STAMP JUNGLE 10¢
With Approvals. Zulu, kookaburra, lion, ... r, rhinoceros and many others
Watermark Detector FREE
CROWN STAMP CO., VIRGIL 318, ONT

$5 SPECIAL STAMP OFFER! 10¢
Amazing offer to introduce our better U S approvals Get 2 different $5.00 U S stamps PLUS 20 more hi values air mails commemoratives etc Send only 10¢ for this splendid value Send your dime TODAY to
IRWIN STAMP CO - Box 1133 BROOKLYN 30, N. Y.

U.S. CLASSICS — 50 YR. OLD COLLECTION
15 selected old timers, each 50 or more years old. Most of them missing in even the biggest collections! Get all 15 of these unusual classics for less than 1¢ each. All just 10¢ with your request for approvals
JARO STAMP CO., Dept. 8-3, Box 246, N. Y. C. 8

225 STAMPS FOR ONLY 10¢
THIS MAMMOTH VALUE INCLUDES STAMPS WORTH UP TO 25¢! ALSO APPROVALS. WRITE TODAY!
MYSTIC STAMP CO., Camden 3, New York

SPECTACULAR! OLD U.S.!
Fam. Americans, Flags, Presidents, Airmails, Commemoratives with **approvals**, plus surprise Packet for 10¢ handling. **10¢**
METROPOLITAN STAMPS
Box 312H, Jackson Heights, N. Y.

1000 MAGIC TRICKS • 25¢ •

MAGIC IS FUN!
Amaze, mystify, entertain with 1000 great new magic tricks. Easier than you think! Make money in spare time. Rush name, address and 25¢ for Big 160 Page Catalog of Tricks, Gags, Jokes, Mysteries, Illusions, etc. All illustrated. No skill needed. World's best 25¢ offer.
HOUSE OF 1000 MYSTERIES
DEPT. MDB-63 • Monroe, CONN.

POEMS WANTED
For musical setting Send your Poems today for Free Examination Any subject. Immediate consideration
CROWN MUSIC CO., 49-MC W. 32 St., New York 1

103 DIFF. BRITISH EMPIRE 10c
From Britain's farflung Colonies
Genuine Catalog value over $2.00.
100% Satisfaction Guaranteed approvals
LINCOLN STAMP CO, St. Catharines 416, Ont.

PHILIPPINES COMMEMORATIVES (Republic)
15 different for only 10¢ to approval applicants. CAPITAL STAMPS, Ferrysburg 19-E, Michigan.

TERRIFIC TRIANGLES!!
Frightful Fish, Sports, Volcanoes TRIANGLES, also African Flowers, weird Angola Map, tri-colored Flag, etc. to approval buyers for 5¢ postage.
POTOMAC STAMP COMPANY
Dept. 7 Washington 15, D. C.

SMASHING COLLECTION FREE!
Includes Triangles, Early United States, Rockets, Sports, British Colonies, High Value Pictorials, etc. Complete Collection plus big, illustrated Magazine, all free. Send 10c for postage.
GRAY STAMP CO., Dept. MC, Toronto, Canada

American Historical collection! Enormous George Washington beauty, F. D. Roosevelt diamond, giant Abe Lincoln U.S.A. flag commemorative, plus midget soldier. Latin orchid issue, old St. Pierre Fisherman, etc. 10c with approvals.
ROSELAND STAMPS, Spring Lake 19A, Mich.

MAYFLOWER STAMP ALBUM 10c
487 Illustrations, 64 pages
To Introduce our approvals.
NIAGARA STAMP CO, St Catharines 718, Ont

55 "FDR" & POPE TRIANGLE" Lot 55 DIFFERENT has FDR Diamond Pope" Triangle. Greenland, Angola Map Rhodesia etc Catalogs $1.15—ALL only 5c with Approvals LONGHORN STAMP CO Box 3068 Elwood Sta Lubbock Tex

100 YEAR OLD U.S. STAMPS
OURS is really the only firm capable of sending "On Approval" ALL U. S Stamps including ALL U S Commemoratives, besides All Foreign Sets and Singles, All Roosevelts, Coronations etc Try our SUPERIOR Approvals. Send 10¢ for Special Bargain of 50 diff U S and Stamp Literature
GLOBUS STAMP CO, NEW YORK 10, N. Y., Dept 323

INSIGNIA 40-$1.00
ARMY - NAVY - MARINE
Includes 40 Different Shoulder Emblems, Ratings, Chevrons, Q-Bars, Medals, Ribbons, Collar Insignia, etc. ORDER NOW! Send $1.00 for 40 or $5.00 for 250. NO DUPLICATES —ALL DIFFERENT
EMBLEM SALES CO. Dept. 2000
P.O. Box 167, Madison Sq. Sta., N.Y. 10

NEW— POCKET SIZE INVENTION HELPS HYPNOTIZE YOURSELF or OTHERS IN MINUTES!

MUST WORK OR MONEY BACK!
Hold the HYPNO-COIN in front of the person you want to hypnotize. Gently vibrate the plastic lense. This sets a whirling hypnotic pattern into motion that is so fascinating it captures and holds your subject's gaze. Now give your hypnotic suggestions! Get this amazing hypnotic aid complete with a FREE revealing booklet of secrets and instructions that tell you what to say and do. how to command and re-hypnotize with the snap of a finger. how to thrill and amaze them with hypnotic stunts etc. Get the COIN, Booklet and Stand for Self Hypnosis — only $1.00 ppd. Sent in a plain wrapper. Money back if not delighted!
HYPNOTIC-AIDS • Dept. A94 1133 Broadway, N.Y.C. 10
$1.00 Name........ Address........

AMAZING OFFER
Introductory: 30 Army, Navy, Marine emblems; 150 assorted Service Stripes ($3.00 value) only 50¢, catalog included. Sample foreign medal, 50¢. Insignias, Box 71-W, Rockaway 94, N. Y.

POEMS WANTED for musical setting and recording. Send poems Free Examination.
AMERICA'S LARGEST SONG STUDIO
FIVE STAR MUSIC MASTERS, 92 BEACON BLDG, BOSTON, MASS.

COIN COLLECTORS!
Foreign Coin — Banknote — Checklist and price list FREE for 5¢ postage to approval service applicants only. Indian Cents 2 diff. for 35¢.
SPRUCELAND C8, 115 State St, Spgfld 3, Mass.

U.S. COMMEMORATIVES
Collection containing 33 different selected copies. This amazing offer only 10¢ to introduce our low price U.S. approvals. White; 516 Ave. L, Dept 8-63 Brooklyn 30, N Y.

1001 THINGS YOU CAN GET FREE
COMPLETE LIST For Only 50¢
Available free by writing to different manufacturers ... where to get hundreds of $$$ worth of Free Samples, Information Books, Maps, Pictures, Posters, Stamps, Gifts, Foreign Coins, etc. Send 50¢ for list.
THINGS FREE P.O. BOX 1225-MC NEWARK 1, N. J.

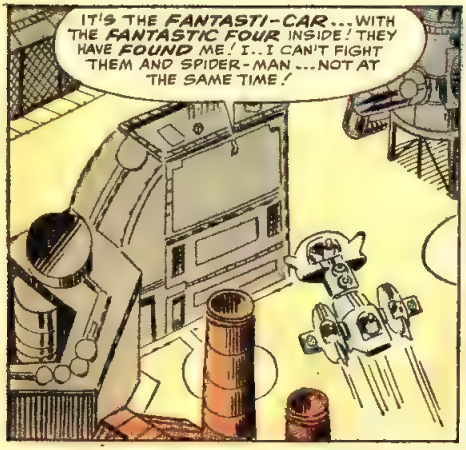
SONG IDEAS NEEDED
Songwriters with publisher contacts need song ideas—in any form. Share Royalties. More than $50 000 000 earned by Songwriters in 1962. Free examination—send ideas NOW!
SONGWRITERS' ASSOCIATES
Studio19A1650 Broadway, New York 19, N.Y

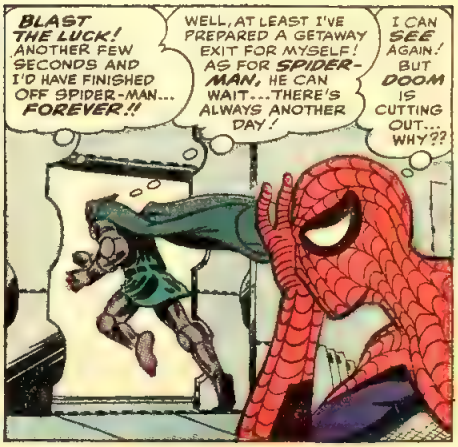
Personal RADIO

Requires no batteries or tubes—no need for electric "plug-in" either—diode eliminates them all forever Slide tuning, built-in speaker phone, attractive case. Not a toy, but a practical radio for local broadcast reception of music, sporting events, or your favorite program Send $3.95 for this COMPLETE READY-TO-LISTEN RADIO and you will receive it postpaid Order yours NOW!
NAFICO, Dept. 17-R, Box 4241, TOLEDO 9, OHIO

PLAY GUITAR IN 7 DAYS OR GET MONEY BACK

Surprise Friends, Relatives. Have Popularity and Fun Galore! In this introductory offer you get TOP RADIO GUITARIST ED SALE'S famous 66 page secret system worth $3.00 which positively teaches you to play a beautiful song the first day and any song by ear or note in seven days! Contains 52 photos, 87 finger placing charts, etc. Shows how to tune, keep time, build chords, bass runs, dance chords, swing, etc., plus 110 popular and western songs, words and music; a $1.00 Chord Finder of all the chords used in popular music; a $3.00 Guitarist Book of Knowledge—TOTAL VALUE $7.00—ALL THREE for only $2.98.
SEND NO MONEY! Just your name and address, pay postman $2.98 plus C O D. postage. (Or send $3.00 with order and I pay postage.) Same Guarantee. Write now.
ED SALE, Studio 195-C, Avon By the Sea, N. J.


IT'S THE FANTASTI-CAR... WITH THE FANTASTIC FOUR INSIDE! THEY HAVE FOUND ME! I..I CAN'T FIGHT THEM AND SPIDER-MAN ...NOT AT THE SAME TIME!


BLAST THE LUCK! ANOTHER FEW SECONDS AND I'D HAVE FINISHED OFF SPIDER-MAN... FOREVER!!
WELL, AT LEAST I'VE PREPARED A GETAWAY EXIT FOR MYSELF! AS FOR SPIDER-MAN, HE CAN WAIT...THERE'S ALWAYS ANOTHER DAY!
I CAN SEE AGAIN! BUT DOOM IS CUTTING OUT... WHY??

SO THAT'S IT! IT'S THE FF... JUST LIKE THE CAVALRY IN A T.V. WESTERN! WELL, THEIR EYES'LL SURE POP WHEN THEY REALIZE I FOUND DOOM FIRST!

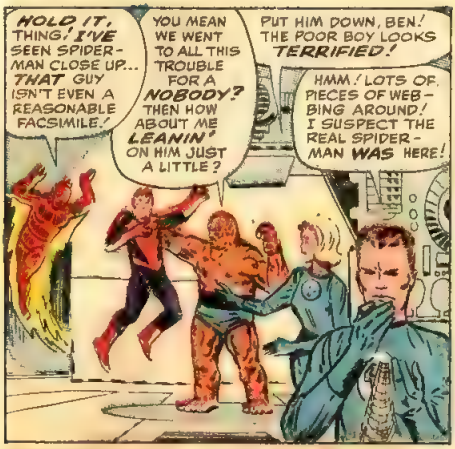
WAIT A MINUTE! I JUST REMEMBERED! AUNT MAY! I LEFT HER ALONE AT HOME! SHE'S PROBABLY BESIDE HERSELF WITH WORRY ABOUT ME BY NOW!

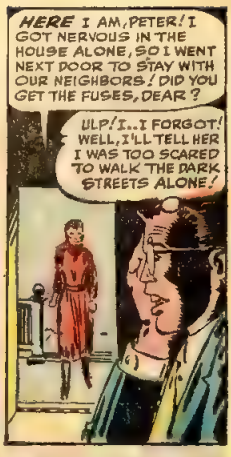
ACCORDING TO OUR SENSOR-PROBE DIAL, THIS IS THE PLACE!
SKIP THE SCIENTIFIC DOUBLE-TALK, SKINNY! LET'S GO GET 'IM!
POOR AUNT MAY! CAN'T WASTE A SECOND! GOT TO RUSH BACK HOME!

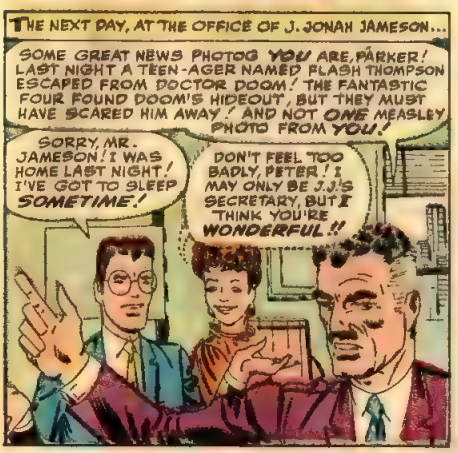
MEANWHILE, IN DR. DOOM'S NOW-ABANDONED HIDEOUT, FLASH THOMPSON FINDS HIMSELF FREE SINCE THE ELECTRONIC CIRCUITS HAVE BEEN DESTROYED!..
DR. DOOM...HE'S GONE! I DON'T KNOW WHAT HAPPENED, BUT I'M STILL IN ONE PIECE!

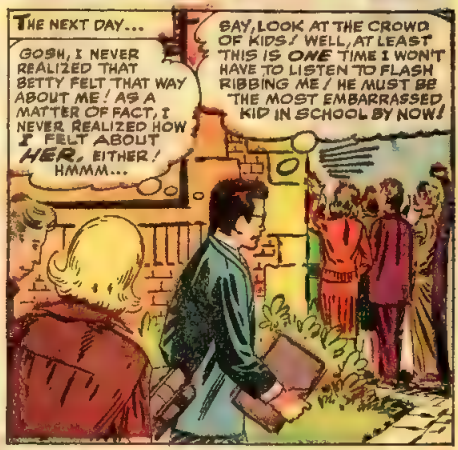
WHAT A LUNKHEAD I WAS TO DRESS AS SPIDER-MAN! IF I EVER GET OUT OF HERE ALIVE, I'LL NEVER ASK FOR TROUBLE AGAIN!

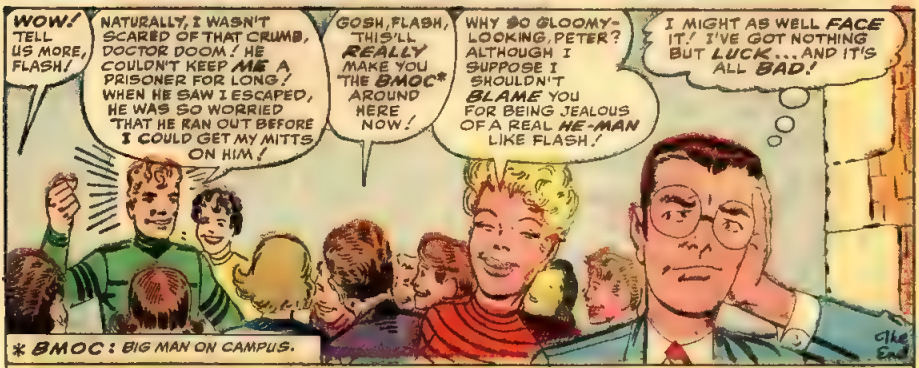
LOOK! IT'S SPIDER-MAN!
GRAB HIM!
HUH? W-WAIT! DON'T!











*BMOC: BIG MAN ON CAMPUS.

THANKS TO YOUR OVERWHELMING RESPONSE TO PETER PARKER'S OFF-BEAT ADVENTURES, SPIDER-MAN IS NOW PUBLISHED MONTHLY! DON'T BE A JOHNNY-COME-LATELY! RESERVE YOUR COPY OF THE SENSATIONAL ISSUE #6 AT YOUR NEWSDEALER NOW! YOU WON'T WANT TO MISS THE NEW SUPER-VILLAINS, SUPER-ADVENTURES, AND SUPER-SURPRISES IN STORE FOR YOU!

72 BIG PAGES

MARVEL COMICS GROUP USHERS IN *THE MARVEL AGE OF COMICS!*

PLUS.... THE NEWEST, GREATEST, MOST *ORIGINAL* SUPER-TEAM EVER!

THE STRANGEST SUPER-HEROES OF ALL!

the X-MEN

APPROVED BY THE COMICS CODE AUTHORITY

SURE TO BE A SELL-OUT! RESERVE YOUR COPY TODAY!!

SPIDER'S WEB

Please address your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve:

Subject: Amazing Spider-Man #3.

Opinion: The Greatest!

Yep, that's right! I've just finished reading Spider-Man #3 for the fourth time and have come to the previous conclusion. Dr. Octopus is the most original villain I've seen in my four years of comics reading. The guest appearance of the Human Torch came unexpectedly. His speech not only raised Spider-Man's hopes, but it encouraged me, too. One complaint, though – on page 10, panel 6, you have Dr. Octopus thinking, "The security police aren't apt to notice an extra pipe or two up on the ceiling." That's just like him saying, "The security police aren't apt to notice an extra former atomic scientist up on the ceiling." The two spectacular Spider-Man versus Dr. Octopus battles were well handled. My brother and I, after reading one of your comics, analyzed it. From our studies we have found: 1) Too many of your villains are formerly "the greatest atomic scientists in the country." 2) You put in many instances, much more wording into the captions than the actual panels. 3) Your villains use too formal language for a hectic situation. 4) Many of your heroes (Sgt. Fury, for example) give the inexperienced reader the impression that they are inhuman roughnecks. A good example is the cover of Sgt. Fury #1. It depicts him saying, "Keep movin', you lunkheads! Nobody lives forever! So get out the lead and follow me! We got us a war to win!" If all of your stories are as good as #3 you'll go a long way.

Richard Cohen
722 E. 102nd St.
Brooklyn 36, N. Y.

Correction, Dick! Sgt. Fury said "Get the lead out—" not "Get out the lead—"! See, If we want to find fault with YOUR material—! But, thanks for an interesting letter, R. C.

Dear Stan and Steve:

Congratulations on SPIDER-MAN #3!! It was a great issue and I thought it surpassed your other comics by far. I, for one, do not like these "book-length" stories that you are putting out, except in the FANTASTIC FOUR. SPIDER-MAN should have at least two stories per issue in order to give us a little more variety. I guess ever since that horrible year of 1954, when the crime books were at their peak and the Comics Code came in, you publishers either haven't had a chance to put out a good "robbery" story or else the readers like the super-villain better. Your SPIDER-MAN is both a human-interest story and an exciting book to read. I am against your new titles inside. They are so small and insignificant that I barely noticed them. I suggest that you use a much larger title. Steve Ditko is my favorite artist. He has a very good, but weird style that is hard to copy. The action scenes were the best I've ever seen in SPIDER-MAN or any of your magazines, for that matter. I like Ditko's art even better than Kirby's, although he did do some wonderful work in the 1940's. The one thing that is wrong with your magazines (all of them) is that your company has some pretty bad inkers for the fine quality of pencil artists you have. If this matter were cleared up, I am certain that your company would soon climb to the top. One last thing about Ditko's art – he just can't draw feet right!! They look out of shape and flat. I don't want to hear collectors calling my favorite hero a "flatfoot" – do you??? It's good that you have Peter Parker using his other talents once in a while for a change from his spider powers. This is the first hero that I've seen that is ridiculed by his schoolmates and uses his knowledge of chemistry as a weapon. Also, it's nice that you have a "poor" boy with powers unlike all those crazy millionaires that have been floating around for years. I greatly enjoyed your SPIDER-MAN Pin-up Page. It's the first I've seen that gave a really big picture of my hero. John Duffy is one of your best letterers. In fact, there isn't anything that I don't like about the whole book. It's tremendous, colossal, stupendous, and on the whole – just plain marvelous! This gives a slight impression of how I feel about "Spi" and your entire company!!!

Dan Fleming
430 Beach Street
Ottawa, Kansas

You've mentioned so many points, Dan, that we don't know WHICH to comment about! But, we have a hunch some of our readers will have quite a bit to say about your opinions. As for us, we're delighted that you, and our other perceptive readers, take such a keen interest in our Marvel mags.

Dear Stan and Steve:

Stan, you have struck again. If I thought the first Spider-Man tale was good, I should have waited till the second and third. WOW, and a few more for flavor! The only thing I truly regret is that Steve Ditko's art distorted the Four to the point where it was agony to this dyed-in-the-wool-Four fan to see them. Spider-Man he can do well – I honestly can't picture him any other way – but the others! I suggest any more feature appearances be made by S-M (Sub-Mariner's initials?) in other magazines.

Paul Moslander
1206 31 Avenue
San Mateo, Calif.

We have a hunch there'll be a number of guest appearances in our various mags, employing our different heroes, because judging by your letters, it's something which most of you fans enjoy. Some future guest shots will be announced beforehand, while some will be sprung on you unexpectedly! So keep watching!

Dear Stan and Steve:

What a story you put out for the SPIDER-MAN #3 magazine! The strangest foe of all time – DOCTOR OCTOPUS! Boy, you fellas weren't kidding! He's terrific! One thing about your villains: They're all so interesting that any one of them could be featured in a mag of his own! Where do you ever think up your stories? They're all so different, and there's never a let-down! You may have guessed by now – you're my favorites!

Richard Jankowski
47 New York Ave.
Dunkirk, N. Y.

What do you MEAN where do we think up our stories??? Haven't we convinced you that they're all TRUE? Anyway, we thank you for your enthusiasm, and our villains thank you too!

CONTINUED . . .

Dear Stan and Steve:

To get to the point, needless to say, you've got a hit on your hands! Please, no more shocks like the last one. What do I mean by shock? I'll tell you. I went out to the store one day looking for new comics, and here's what I found: 1) SPIDER-MAN #1 with guest stars, the Fantastic Four – great. 2) FANTASTIC FOUR #12 with the Hulk – great. 3) STRANGE TALES #106 with the F.F. I fainted right there on the spot!

Sid Wright
Worcester, Mass.

Not before paying your twelve cents, we hope!

Dear Stan and Steve:

Spider-Man #2 . . . who's coming up with the great villains all of a sudden!? Not that I don't like super-powerful villains like Sub-Mariner and super geniuses like Doc Doom, but I like a good "gimmick" hero, too, like the Vulture. The bit about Jameson paying off the person he hates the most is a great one; let's have more of it. However, what happens if Jameson decides that Parker should go out with one of his reporters to do a team story. As a matter of fact, it might not be a bad idea if that reporter was a girl (maybe even Jameson's daughter!) and she found out Spider-Man's secret ID. It would be quite a joke on Jameson to have his own daughter a secret ally of Spider-Man's. One little thing I noticed: so many characters have gloves as part of their costume, yet you never can figure out how they get rid of them when they're in their civilian identity. They make a switch and voila! . . . the gloves are gone. I was glad to see the Spider-Man has met the problem! Steve Ditko's art is improving tremendously. He draws swinging aliens. One thing I like about Spider-Man is your finally having a character who can actually fight the "Cotton-pickin' " bad guys. No one dares lay a glove on Thing, or Thor, or Iron Man. None of the others, except Spider-Man, are the type of hero to make use of their fists. Ditko does a pretty fair-to-middling job of fight scenes, too!

Steve Perrin
4420 Meadowlark Lane
Santa Barbara, Calif.

Fair-to-middling???! Boy, you'd probably say that MOZART was a pretty average composer, too!

Dear Stan and Steve:

Just finished reading SPIDER-MAN #3. It was great as usual. One small suggestion – why don't you have a page or even a half-page telling your readers when your comics will be going on sale? I would like to know when to visit my newsstand to buy your better than usual comics.

Cory Reed
Johnstown, Pa.

We appreciate your interest, and your suggestion, Cory. Our mags go on sale at different times depending when each individual store decides to put them on display. We'd only be able to give APPROXIMATE on-sale dates, and after you've followed a mag for a while, you'll probably have as good an idea when it goes on sale as we do.

Dear Stan and Steve:

I am an avid fan of the costumed super-heroes of all the companies, but Spider-Man is the best of all of them in my opinion. For one thing, he has no allies, the world hates him, his powers are unique, his costume is colorful, and his secret identity is really secret. His costume is excellent because I can appreciate the tough time you must had drawing all the webs over him. The red and dark blue or black balance each other very well and his bright white eyes set in black fall into the suit's composition perfectly. The spider emblem lets everyone know that there is one and only one Spider-Man. I am glad Aunt May doesn't know her nephew is Spider-Man. Now many interesting situations may arise. Also, there are no shrimps helping him. Sure, Peter is a square, but if everyone knew he were Spider-Man, he would be a hero to his school chums and a target. Everything as far as his identity goes is fine with me. Finally, I want to start a Spider-Man Fan Club to promote him. I feel that he will become the most popular super-hero in years. There are many projects in planning, as an opinion page, a Spider-Man Fan Club book, and a member sheet. I need quite a few members for these projects, and with a nation-wide fan club, the results would be terrific.

David Coleman
217 Kenwood Ave.
Rochester 11, N. Y.

You've got our blessing, Davey boy – just so long as YOU handle the mail and not US!

SPECIAL ANNOUNCEMENT SECTION:

- **ITEM ONE: Guest appearance info! SPIDER-MAN is really in the limelight this month, guest-starring in two Marvel Comics Group annuals! The first is STRANGE TALES ANNUAL, in which SPIDER-MAN is featured with the fiery HUMAN TORCH, in an 18-page thriller-diller! Then, before the smoke clears, you'll find him also in the FANTASTIC FOUR ANNUAL in a tale which shows him in the kind of action you fans have been clamoring for!**
- **ITEM TWO: News from Marvel! By now you've probably heard of our latest super-hero title—the X-MEN! We here at Marvel are especially anxious for your opinions on the first issue of X-MEN, for we honestly believe it is destined to become one of the most talked about teams in comics mag history! Also, have you seen the big, action-packed first issue of the AVENGERS? — It stars some of your all time favorites—IRON MAN, THOR, ANT-MAN, and, more powerful than ever, the incredible HULK. Yes, they're all together in one book-length tale, in the now-famous Lee-Kirby style!**
- **ITEM THREE: This month's Marvel line-up! Look for these great features on your newsstands this month: FANTASTIC FOUR #19: The FF take a trip thru time to solve the macabre mystery of the Sphinx! TALES OF SUSPENSE #46: IRON MAN faces a foe who was specially trained to defeat him — the CRIMSON DYNAMO! STRANGE TALES #113: The HUMAN TORCH meets a super-villain you'll never forget — the PLANTMAN! TALES TO ASTONISH #48: Not to be outdone, ANT-MAN and the WASP come up against the most original foe of all — the spectacular human PORCUPINE! And, in JRNY. INTO MYSTERY #96, THOR is menaced by a foe whose magic power exceeds his own — the mad MERLIN! So, if you get the feeling that this is a good month for Marvel super-heroes — you're RIGHT!**
- **ITEM FOUR: A final word from Stan and Steve: We want to thank you for making SPIDER-MAN the smash success of the year! We promise to do our best to continue to merit your loyalty and to keep SPIDER-MAN the greatest, most original, most exciting super-hero of all!**

(Ed. note: SPIDER-MAN #6 goes on sale approximately Aug. 8. Ask your newsdealer to reserve your copy now!)

GIVE ME JUST ONE EVENING and I'LL TEACH YOU TO HYPNOTIZE EASILY!

Hypnotize others quickly, safely---perform any known HYPNOTIC FEAT with EASE!

Amaze friends-Exert your Hypnotic Power over others - Be POPULAR and WANTED!

YES, it's true! You can hypnotize anyone so EASILY and quickly you'll be amazed! And it doesn't take special talents or long months of study. The very first day you receive this miracle GUIDE TO HYPNOTISM you'll be able to perform wonders that will astound everyone. It's that SIMPLE....

Imagine the thrill of being able to EXERT YOUR POWER OVER OTHERS. You'll be the center of attraction at parties or work. You'll be able to make others do your bidding...perform and entertain with feats that have baffled millions for years. And you'll do these wonders with EASE For Hypnotism is no longer a secret miracle of science but a POWER anyone can exert over another...when you know how!

SIMPLE SECRETS REVEALED AT LAST

For years the knowledge of how to produce hypnotic sleep has been so well guarded that only a few have mastered this art. But now the veil of secrecy has been lifted and the innermost SECRETS and techniques revealed for the first time. The fact is that Hypnotism is a scientific fact that anyone can learn. Once you know these secrets and methods you can bring about results startling and wonderful...results not like only possessed by doctors, psychiatrists or entertainers in the past. Yes, now this remarkable phenomena will be yours to use for pleasure, self-development and countless other benefits.

YOU CAN PERFORM ANY HYPNOTIC FEAT!

First, you must understand that what another person does with Hypnotism, you can also do. There isn't anything anyone has ever done with this art that you cannot do! YOU can make people cry, laugh, shout, stop smoking, recall childhood memories, act like an infant, make water taste like vinegar, get folks to sing, dance ...do a 1001 things they would never do when not UNDER YOUR POWER! And the most amazing thing of all is --- HOW EASY IT IS TO DO!

SO EASY TO MASTER!

Here at last is the most perfect, complete and easily-learned course on Hypnotism ever written. In three short, simple chapters you learn the hidden secrets of Hypnotism and how to work this scientific miracle. No long, technical, tiresome explanations are given. The entire 25-lesson Guide to Hypnotism is written in plain, SIMPLE language that anyone can understand. After the third lesson you are able to begin performing amazing techniques and powers clearly explained in the next 22 chapters. You learn how to cure bad habits in yourself and others, how to BUILD PERSONAL MAGNETISM, SLEEP without drugs, use Mental Science to help STOP PAIN, stop smoking, BUILD WILL POWER, LOSE WEIGHT, IMPROVE YOUR MEMORY and so much more. And you'll learn how to MAKE MONEY with your new power by entertaining at parties, lodges, club meetings, etc. Truly, this knowledge will give you a New SURGE of CONFIDENCE and POWER unlike any you have ever known!

ACT, FEEL AND BE A NEW PERSON!

How often have you wished that you could EXERT a MAGNETIC POWER and INFLUENCE OVER OTHERS? Get people to respond to your every command...win respect, admiration and envy from both men and women! Well, DREAM NO LONGER. It's all possible through the secret, magnetic power of Hypnotism. You'll not only be MASTER OVER OTHERS but also yourself. You can BUILD A STRONG, MAGNETIC PERSONALITY through Self-Hypnotism. You use Mesmerism to READ the MINDS of others and Plant YOUR Thoughts in their minds. You can direct yourself to ACCOMPLISH anything, as easily as you can command others. You have the power to accomplish your uttermost dream!

25 Fact-Packed LESSONS TELL ALL!

Never before has such a Complete and authentic course on Hypnotism been available at such a low price. Doctors and students have PAID hundreds of DOLLARS for personal instruction in Hypnotism, when obtainable. Knowledge such as this can be worth THOUSANDS of DOLLARS to you over the years. Yet, due to printing economies, large press runs and also by the elimination of correspondence costs, the complete 25-Lesson Guide To HYPNOTISM is yours for only $1.98. Yes, only $1.98 for the COMPLETE COURSE bound in book form. Certainly a tiny investment for so much!

• USE FOR 30 DAYS • WITHOUT OBLIGATION!

PROVE to Yourself that YOU CAN HYPNOTIZE ANYONE! Order the 25-Lesson Guide to Hypnotism today and put it to the test the very next evening. The first three chapters reveal the SECRET of Hypnotism and the 22 chapters that follow introduce you to many new WONDERS of this miraculous art. For the next 30 days as our guest, perform the WONDERS of Hypnotism among your friends, at home and at work. Then, if you don't feel it's the GREATEST VALUE you have ever received for $1.98 --- don't want you to keep it. Just mail it back and the small payment you sent will be PROMPTLY refunded---no questions asked. You have nothing to lose --- amazing new powers to gain! Act now!

25 MIRACLE LESSONS

- HOW TO HYPNOTIZE New Simple Technique
- HOW TO AWAKEN SUBJECT
- THE POST-HYPNOTIC SUGGESTION — How to make others do your bidding after they are awakened, hypnotizing by telephone.
- HOW TO GAIN MAGNETIC NEW PERSONALITY
- MESMERISM — Quick technique for hypnotizing.
- MAGNETIC HEALING — How to stop pain. Much surgery is performed by Hypnotism.
- HOW TO HYPNOTIZE FOR MONEY
- CURING BAD HABITS — End sleeplessness, stop smoking, lose weight, etc.
- POWER OF SUGGESTION
- HYPNOTIZE YOURSELF
- MAGNETIC INFLUENCE — Control others.
- HYPNOTIZING CROWDS
- HOW TO ENTERTAIN
- MIND READING
- HYPNOTISM IN BUSINESS

...and much, much more is covered!

CHECK HERE HYPNOTIC POWERS YOU WANT!

- ☐ INFLUENCE OTHERS
- ☐ SELF-HYPNOSIS
- ☐ CURE BAD HABITS
- ☐ LOSE WEIGHT
- ☐ STOP SMOKING
- ☐ PERFORM STUNTS, TRICKS
- ☐ DO MIND READING
- ☐ GAIN MAGNETIC PERSONALITY
- ☐ RELIEVE TENSION
- ☐ MAKE MONEY

MAIL NO-RISK FREE TRIAL COUPON!

PALMER-JONES PUBLISHERS Dept. 59
285 Market Street, Newark, New Jersey

YES, Send me for 30-day HOME TRIAL the complete 25-Lesson GUIDE TO HYPNOTISM.

☐ I enclose $1.98 - payment in full - which will be refunded to me if I am not 100% delighted.

Name _____

Address _____

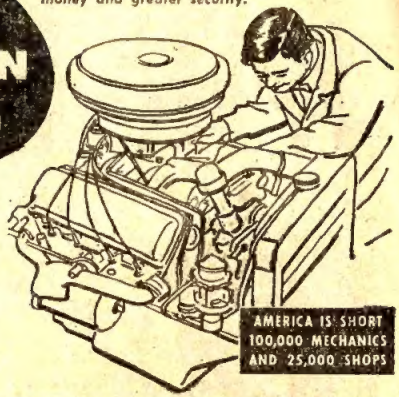
City _____ Zone _____ State _____

☐ I agree that I will not use this power for other than proper use.

Palmer-Jones Publishers Dept. 59
285 Market St., Newark, N.J.

Important news for the inexperienced man who needs a short cut to a better job, more money and greater security.

AMAZING NEW HOME TRAINING PLAN IN AUTO REPAIRING



So practical that many students earn money repairing cars in their spare time . . . while training for a top pay job or their own business

No longer need you stand by as experienced mechanics take their choice of thousands of job openings in the auto repairing field. Now you can get ready for a better-pay job—or your own business—by training at home in spare time.

CTI's fine home study course is expertly written, clearly illustrated, easily understandable. It offers up-to-date knowledge. It includes mechanic's tools and accurate test instruments. It provides Job Experience Projects which help you put knowledge and tools to use. It's so practical that many students earn money in spare time while training. Get the full story: *Mail coupon below for the CTI catalog, sample lessons, and a booklet, "Proof From Graduates."*

You learn by practicing — get experience — with tools and instruments that CTI sends

Portable Viso-Analyzer

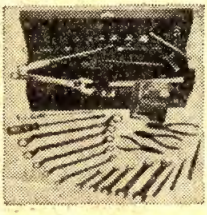
Another CTI "first." Called "the most versatile of all trouble-shooting instruments" by a leading auto trade magazine. You will use it to detect failures in the electrical system. A great time and work saver. Available only with CTI training.

Engine Tune-Up Kit With Case

You get an engine Tune-Up Kit. It includes a Compression Tester; Vacuum Gauge & Fuel Pump Tester; Ignition Timing Light; portable steel case. These accurate, quality instruments help you locate engine troubles quickly. Simple to use and read. Indispensable for efficient and speedy mechanical work.

A Set of Tools

(including socket set)



You also receive a set of Mechanic's Tools, including socket set and tray. CTI kits are professional in design — the kind that experienced mechanics own and use. *No extra charge for kits!*

30 Job Experience Projects!

As part of its practical training program, CTI sends you 30 Job Experience Projects. These *exclusive* projects make it easy for you to make the transition from lessons to repairs. You learn by practicing, gain skill in the use of tools and test instruments, acquire useful experience that builds your confidence. CTI shop projects do away with — or sharply reduce — lower pay apprenticeship . . . get you into the top pay bracket more quickly.

Go in Business for Yourself—Be the Boss

The average pay of an auto mechanic compares favorably with the best in all industry. But, if you prefer, you can open a shop—start your own business. It is estimated that America is short 25,000 shops. CTI provides you with the required all-around mechanical training to go off your own. You learn tune-up and overhaul; electric, cooling and lubricating systems; power steering and brakes; automatic transmissions. Even a choice of either Diesel Mechanics or Body & Fender Rebuilding instruction!

Proof of Success Is Progress of Students

"Am now a senior auto mechanic. Made $800 during training."—*Ronald Wharton, Md.* "Started a small business in my garage. Now have two part-time helpers."—*John Reed, Cal.* "Am proud I finished course. Have two job offers."—*Barden Vance, Ind.* "Am working as a mechanic and earn twice what I used to. Made $25 a week as I trained."—*Jerome Slowik, Ill.* "Have three job offers. Made $170 as a student."—*Willie Cooper, Fla.*

Many Earn Cash Soon After Starting Course

Many CTI students begin fixing cars after a few lessons. They earn extra money—which helps pay tuition, buys extra equipment. At the same time, these students become more skillful and experienced in the use of tools and testing instruments.

Diesel or Body & Fender Rebuilding Included

Diesel Mechanics or Body and Fender Rebuilding instruction is provided by CTI in addition to the complete course and 30 shop experience projects in Auto Mechanics. No extra charge for this training. Only CTI offers you this generous choice.

This Is How You Get the Complete Story

First get the facts—then decide. Fill out and mail coupon. We'll send valuable free catalog, sample lessons, testimonials, other information. No obligation. Act today! Mail coupon at once.

COMMERCIAL TRADES INSTITUTE
1400 GREENLEAF AVENUE
CHICAGO 26, ILLINOIS DEPT. A-361

Mail me your three booklets: *Make Big Money in Auto Mechanics, Lesson Samples,* and *Proof From Graduates.* All are free.

NAME _____ Age _____

ADDRESS _____

CITY _____ ZONE ____ STATE _____

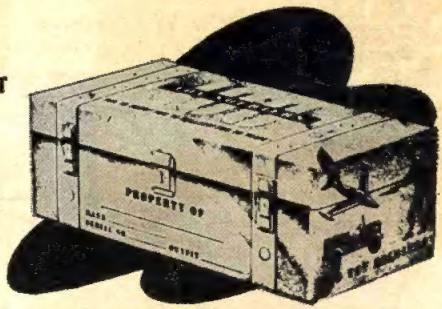
CLIP COUPON BEFORE YOU TURN THIS PAGE—MAIL TO CTI TODAY

COMMERCIAL TRADES INSTITUTE • CHICAGO 26, ILLINOIS
Accredited Member National Home Study Council

100 TOY SOLDIERS, MADE OF DURABLE PLASTIC, EACH ON ITS OWN BASE, MEASURING UP TO 4½"!

★ FUN TO SHOW
★ FUN TO TRADE
★ FUN TO COLLECT

PACKED in this FOOTLOCKER
TOY STORAGE BOX



EACH FOOTLOCKER CONTAINS:

4 Tanks	8 Officers
4 Jeeps	8 Waves
4 Battleships	8 Wacs
4 Cruisers	4 Bombers
4 Sailors	4 Trucks
4 Riflemen	8 Jet Planes
8 Machinegunners	8 Cannon
8 Sharpshooters	4 Bazookamen
4 Infantrymen	4 Marksmen

100 TOY SOLDIERS, Dept. MT
Carle Place, Long Island, N. Y.

HERE'S MY $1.25! NO C.O.D.'s
Rush the TOY SOLDIERS TO ME!

Name .....

Address .....

City ..... State .....

Canada and foreign orders send $1.50 postal money order.

BOYS, GIRLS, MEN, WOMEN

IF YOU KNOW JUST 20 PEOPLE...

YOU CAN MAKE AT LEAST $50.00-MORE LIKELY $100.00 to $200.00 IN YOUR SPARE TIME!

Get These 2 Assortments ON APPROVAL

PARCHMENT SPLENDOR CHRISTMAS ASS'T ...21 magnificent cards on luxurious Parchment Paper, enriched with gold bronzing and sparkling decorations. Sells on sight!

WONDERLAND CHRISTMAS ASS'T is a tremendous value! 21 beautiful, sparkling cards glowing and glistening with old fashioned Christmas cheer!

Everyone You Know Needs Christmas Cards and Everyone Loves Wallace Brown Cards

Do you know 20 people? Of course you do! Add up a half-dozen relatives, perhaps 5 neighbors, the butcher, the baker, the milkman, the grocer, your dentist, several friends and other tradespeople—and you've probably got a lot more than 20. So what are you waiting for? These folks alone can bring you in at least $50.00, probably $100.00 to $200.00 extra money in just a few hours spare time. And this is just a start! Almost everyone you know needs Christmas Cards, and when you show them the spectacular nationally famous 1963 Wallace Brown Line of Cards and Gift Items—it's love at first sight. They'll snap up 2,3,6 or more Christmas Card Boxes right on the spot. Keep up to 50¢ of every dollar you take in! This is the fun way to making money because it's so easy. We send you samples that do the selling for you. And, besides making money you'll save money on your own personal Christmas Cards, Gifts, Wrappings, etc. See for yourself without risking a penny. Mail coupon, you'll be glad you did!

GET FREE CATALOG, TOO! -Send Coupon Below

Be first in your neighborhood to cash in on this easy way to extra money with the 1963 Wallace Brown Line of Christmas Cards and Gift Items. Mail coupon this minute! You'll get 2 Christmas Card Assortments on approval. And FREE Samples of Name-Imprinted Personal Christmas Cards. Plus FREE full-color catalog showing lots more money-makers, including many Christmas Assortments, Everyday Greeting Card Assortments, Decorated Stationery, Gift Wrappings, Household Items, etc. Everything you need to start making money at once—and we show you how.

FREE Samples of Popular-Priced, Name-Imprinted PERSONAL CHRISTMAS CARDS

Thrill your friends and neighbors and make even MORE MONEY for yourself with exquisite, custom-designed NAME-IMPRINTED Christmas Cards at amazingly low prices. A large variety of exclusive, original designs for folks who want the finest quality in Personalized Christmas Cards at prices everybody can afford. They sell just by being shown. It's easy, too, because . . . *we ship direct to your customers and we pay the postage.* You have no bother, no trouble and no wasted time making deliveries. Send the coupon right away for your FREE Samples of the 4 Great New Lines of these fast-selling Personalized Christmas Cards!

ORGANIZATIONS: Churches, clubs, veterans' auxiliaries, etc. can now add hundreds of dollars to their treasuries with these fast sellers. Give organization name on coupon for Fund-Raising Plan. Mail coupon NOW!

SEND NO MONEY Paste Coupon on postcard or mail in envelope

WALLACE BROWN, INC., 11 East 26th St. Dept. M-134 New York 10, N.Y.

Send 2 Christmas Card Assortments on approval, plus FREE Samples of Name-Imprinted Personal Christmas Cards, FREE full-color Catalog, and details of simple money-making plan.

Name_____

Address_____

City & Zone_____ State_____

If writing for an organization, give its name_____

Wallace Brown, Inc. 11 East 26th St., Dept. M-134 New York 10, New York

FLATTERMANN